

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 June 30, 2014  
OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number:  
1-33891



**ORION MARINE GROUP, INC.**  
(Exact name of registrant as specified in its charter)

**DELAWARE**

(State or other jurisdiction of  
Incorporation or organization)

**26-0097459**

(I.R.S. Employer  
Identification Number)

**12000 Aerospace Dr. Suite 300  
Houston, Texas**

(Address of principal executive offices)

**77034**

(Zip Code)

**713-852-6500**

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days

Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every interactive data file required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files

Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of "Large Accelerated Filer," "Accelerated Filer," and "Smaller Reporting Company" in Rule 12b-2 of the Exchange Act. (Check one)

Large accelerated filer ☐ Accelerated filer ☒ Non-accelerated filer ☐ Smaller reporting company ☐

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

As of August 1, 2014, 27,447,966 shares of the Registrant's common stock, \$0.01 par value were outstanding.

**ORION MARINE GROUP, INC.**  
**Quarterly Report on Form 10-Q for the period ended June 30, 2014**  
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**Part I - Financial Information**

**Orion Marine Group, Inc. and Subsidiaries**  
**Condensed Consolidated Balance Sheets**  
(In Thousands, Except Share and Per Share Information)  
(Unaudited)

	June 30, 2014	December 31, 2013
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 34,370	\$ 40,859
Accounts receivable:		
Trade, net of allowance of \$0	26,997	39,110
Retainage	15,032	10,427
Other	394	2,040
Income taxes receivable	1,244	333
Inventory	4,082	3,520
Deferred tax asset	726	726
Costs and estimated earnings in excess of billings on uncompleted contracts	30,556	24,856
Asset held for sale	375	417
Prepaid expenses and other	2,580	2,990
Total current assets	116,356	125,278
Accounts receivable, non-current	1,410	—
Property and equipment, net	163,512	141,923
Inventory, non-current	5,636	4,772
Goodwill	33,798	33,798
Intangible assets, net of amortization	60	197
Other assets	234	240
Total assets	\$ 321,006	\$ 306,208
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Current debt	\$ 30,675	\$ 8,564
Accounts payable:		
Trade	19,838	23,105
Retainage	1,623	1,667
Accrued liabilities	14,493	11,415
Taxes payable	356	459
Billings in excess of costs and estimated earnings on uncompleted contracts	7,922	14,595
Total current liabilities	74,907	59,805
Other long-term liabilities	502	526
Deferred income taxes	17,978	17,978
Deferred revenue	58	87
Total liabilities	93,445	78,396
Commitments and contingencies		
Stockholders' equity:		
Preferred stock -- \$0.01 par value, 10,000,000 authorized, none issued	—	—
Common stock -- \$0.01 par value, 50,000,000 authorized, 27,765,697 and 27,710,775 issued; 27,447,966 and 27,393,045 outstanding at June 30, 2014 and December 31, 2013, respectively	278	278
Treasury stock, 317,731 shares, at cost	(3,003)	(3,003)
Additional paid-in capital	165,092	163,970
Retained earnings	65,194	66,567
Equity attributable to common stockholders	227,561	227,812
Noncontrolling interest	—	—
Total stockholders' equity	227,561	227,812
Total liabilities and stockholders' equity	\$ 321,006	\$ 306,208

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

**Orion Marine Group, Inc. and Subsidiaries**  
**Condensed Consolidated Statements of Operations**  
(In Thousands, Except Share and Per Share Information)  
(Unaudited)

	Three months ended June 30,		Six months ended June 30,	
	2014	2013	2014	2013
Contract revenues	\$ 90,251	\$ 84,081	\$ 171,509	\$ 159,140
Costs of contract revenues	84,378	76,205	157,989	145,431
Gross profit	5,873	7,876	13,520	13,709
Selling, general and administrative expenses	8,129	7,826	16,093	15,517
(Loss) income from operations	(2,256)	50	(2,573)	(1,808)
Other income (expense)				
Gain from sale of assets, net	84	45	176	48
Other income	467	316	467	614
Interest income	—	1	10	12
Interest expense	(194)	(132)	(324)	(316)
Other income, net	357	230	329	358
(Loss) income before income taxes	(1,899)	280	(2,244)	(1,450)
Income tax benefit	(736)	(22)	(871)	(661)
Net (loss) income	(1,163)	302	\$ (1,373)	\$ (789)
Net loss attributable to noncontrolling interest	—	(18)	—	(25)
Net (loss) income attributable to Orion common stockholders	\$ (1,163)	\$ 320	\$ (1,373)	\$ (764)
Basic (loss) income per share	\$ (0.04)	\$ 0.01	\$ (0.05)	\$ (0.03)
Diluted (loss) income per share	\$ (0.04)	\$ 0.01	\$ (0.05)	\$ (0.03)
Shares used to compute (loss) income per share				
Basic	27,422,658	27,270,367	27,410,384	27,250,268
Diluted	27,422,658	27,600,661	27,410,384	27,250,268

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

**Orion Marine Group, Inc. and Subsidiaries**  
**Consolidated Statement of Stockholders' Equity**  
(In Thousands, Except Share Information)  
(Unaudited)

	<b>Common Stock</b>		<b>Treasury Stock</b>		<b>Additional Paid-In Capital</b>	<b>Retained Earnings</b>	<b>Total</b>
	<b>Shares</b>	<b>Amount</b>	<b>Shares</b>	<b>Amount</b>			
Balance, December 31, 2013	27,710,775	\$ 278	(317,731)	\$ (3,003)	\$ 163,970	\$ 66,567	\$ 227,812
Stock-based compensation					782		782
Exercise of stock options	54,922	—			340		340
Net loss						(1,373)	(1,373)
Balance, June 30, 2014	27,765,697	\$ 278	(317,731)	\$ (3,003)	\$ 165,092	\$ 65,194	\$ 227,561

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

**Orion Marine Group, Inc. and Subsidiaries**  
**Condensed Consolidated Statements of Cash Flows**  
(In Thousands)  
(Unaudited)

	Six months ended June 30,	
	2014	2013
Cash flows from operating activities		
Net loss	\$ (1,373)	\$ (885)
Adjustments to reconcile net loss to net cash provided by		
Operating activities:		
Depreciation and amortization	11,263	10,728
Deferred financing cost amortization	—	35
Bad debt recoveries	(7)	(3)
Deferred income taxes	(911)	(747)
Stock-based compensation	782	1,132
Gain on sale of property and equipment	(176)	(48)
Change in operating assets and liabilities:		
Accounts receivable	7,751	14,905
Income tax receivable	—	269
Inventory	(1,426)	(869)
Prepaid expenses and other	498	930
Costs and estimated earnings in excess of billings on uncompleted contracts	(5,700)	(647)
Accounts payable	(3,311)	(9,324)
Accrued liabilities	3,054	(2,762)
Income tax payable	(103)	86
Billings in excess of costs and estimated earnings on uncompleted contracts	(6,673)	(5,700)
Deferred revenue	(29)	(29)
Net cash provided by operating activities	3,639	7,071
Cash flows from investing activities:		
Proceeds from sale of property and equipment	338	81
Purchase of land	(22,199)	—
Purchase of property and equipment	(10,718)	(6,917)
Net cash used in investing activities	(32,579)	(6,836)
Cash flows from financing activities:		
Borrowings from Credit Facility	22,500	—
Contribution from non controlling interest	—	33
Payments made on borrowings from Credit Facility	(389)	(3,278)
Exercise of stock options	340	510
Net cash provided by (used in) financing activities	22,451	(2,735)
Net change in cash and cash equivalents	(6,489)	(2,500)
Cash and cash equivalents at beginning of period	40,859	43,084
Cash and cash equivalents at end of period	\$ 34,370	\$ 40,584
Supplemental disclosures of cash flow information:		
Cash paid during the period for:		
Interest	\$ 325	\$ 337
Taxes (net of refunds)	\$ 146	\$ (269)

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

**Orion Marine Group, Inc. and Subsidiaries**  
**Notes to Condensed Consolidated Financial Statements**  
**(Tabular Amounts in thousands, Except for Share and per Share Amounts)**  
**(Unaudited)**

**1. Description of Business and Basis of Presentation**

***Description of Business***

Orion Marine Group, Inc., its subsidiaries and affiliates (hereafter collectively referred to as “Orion” or the “Company”) provide a broad range of heavy civil marine construction and specialty services on, over and under the water along the Gulf Coast, the Atlantic Seaboard, the West Coast, and in Alaska, Canada and the Caribbean Basin and acts as a single source turn-key solution for our customers' marine contracting needs. Our heavy civil marine construction services include marine transportation facility construction, marine pipeline construction, marine environmental structures, dredging of waterways, channels and ports, environmental dredging, and specialty services. We are headquartered in Houston, Texas.

Although we describe our business in this report in terms of the services we provide, our base of customers and the geographic areas in which we operate, we have concluded that our operations currently comprise one reportable segment pursuant to Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Topic 280 – *Segment Reporting*. In making this determination, we considered the similar economic characteristics of our operations. The methods used, and the internal processes employed to deliver our heavy civil marine construction services are similar throughout our business, including standardized estimating, project controls and project management. We have the same customers with similar funding drivers throughout our business, and we comply with regulatory environments driven through Federal agencies such as the US Army Corps of Engineers, US Fish and Wildlife Service, US Environmental Protection Agency and the US Occupational Safety and Health Administration, among others. Additionally, our business is driven by macro-economic considerations including import/export seaborne transportation, development of energy related infrastructure, cruise line expansion and operations, marine bridge infrastructure development, waterway pipeline crossings and the maintenance of waterways. These considerations, and others, are key catalysts for future prospects and are similar across our business. The tools used by our chief operating decision maker (“CODM”) to allocate resources and assess performance are based on our business of heavy civil marine construction.

***Basis of Presentation***

The accompanying condensed consolidated financial statements and financial information included herein have been prepared pursuant to the interim period reporting requirements of Form 10-Q. Consequently, certain information and note disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States have been condensed or omitted. Readers of this report should also read our consolidated financial statements and the notes thereto included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2013 (“2013 Form 10-K”) as well as Item 7 – *Management’s Discussion and Analysis of Financial Condition and Results of Operations* also included in our 2013 Form 10-K.

In the opinion of management, the accompanying unaudited condensed consolidated financial statements contain all adjustments considered necessary for a fair presentation of the Company’s financial position, results of operations and cash flows for the periods presented. Such adjustments are of a normal recurring nature. Interim results of operations for the three and six months ended June 30, 2014, are not necessarily indicative of the results that may be expected for the year ending December 31, 2014.

**2. Summary of Significant Accounting Principles**

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States (“U.S. GAAP”) requires management to make estimates and assumptions that affect the reported amounts of certain assets and liabilities; the revenues and expenses reported by the periods covered by the accompanying consolidated financial statements; and certain amounts disclosed in these Notes to Condensed Consolidated Financial Statements. Although these estimates and assumptions are based on management's assessment of the most recent information available, actual results could differ from those estimates and assumptions. Management continually evaluates its estimates, judgments and assumptions based on available information and past experience and makes adjustments accordingly. Please refer to Note 2 of the Notes to Consolidated Financial statements included in our 2013 Form 10-K for a discussion of other significant estimates and assumptions affecting our condensed consolidated financial statements which are not discussed below.

On an ongoing basis, the Company evaluates the significant accounting policies used to prepare its condensed consolidated financial statements, including, but not limited to, those related to:

- Revenue recognition from construction contracts;
- Allowance for doubtful accounts;
- Testing of goodwill and other long-lived assets for possible impairment;
- Income taxes;
- Self-insurance; and
- Stock based compensation.

#### ***Revenue Recognition***

For financial statement purposes, the Company records revenue on construction contracts using the percentage-of-completion method, measured by the percentage of contract costs incurred to date to total estimated costs for each contract. This method is used because management considers contract costs incurred to be the best available measure of progress on these contracts. Contract revenue reflects the original contract price adjusted for agreed upon change orders. Contract costs include all direct costs, such as material and labor, and those indirect costs related to contract performance such as payroll taxes and insurance. General and administrative costs are charged to expense as incurred. Unapproved claims are recognized as an increase in contract revenue only when the collection is deemed probable and if the amount can be reasonably estimated for purposes of calculating total profit or loss on long-term contracts. Incentive fees, if available, are billed to the customer based on the terms and conditions of the contract. The Company records revenue and the unbilled receivable for claims to the extent of costs incurred and to the extent we believe related collection is probable and includes no profit on claims recorded. Changes in job performance, job conditions and estimated profitability, including those arising from final contract settlements, may result in revisions to costs and revenues and are recognized in the period in which the revisions are determined. Provisions for estimated losses on uncompleted contracts are made in the period in which such losses are determined, without regard to the percentage of completion. Revenue is recorded net of any sales taxes collected and paid on behalf of the customer, if applicable.

The current asset “costs and estimated earnings in excess of billings on uncompleted contracts” represents revenues recognized in excess of amounts billed, which management believes will be billed and collected within one year of the completion of the contract. The liability “billings in excess of costs and estimated earnings on uncompleted contracts” represents billings in excess of revenues recognized.

The Company’s projects are typically short in duration, and usually span a period of less than one year. Historically, the Company has not combined or segmented contracts.

#### ***Classification of Current Assets and Liabilities***

The Company includes in current assets and liabilities amounts realizable and payable in the normal course of contract completion.

#### ***Cash and Cash Equivalents***

The Company considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents. At times, cash held by financial institutions may exceed federally insured limits. The Company has not historically sustained losses on our cash balances in excess of federally insured limits. Cash equivalents at June 30, 2014 and December 31, 2013 consisted primarily of money market mutual funds and overnight bank deposits.

#### ***Foreign Currencies***

Historically, the Company’s exposure to foreign currency fluctuations has not been material and has been limited to temporary field accounts, located in countries where the Company performs work, which amounts were insignificant in this reporting period.

#### ***Risk Concentrations***

Financial instruments that potentially subject the Company to concentrations of credit risk principally consist of cash and cash equivalents and accounts receivable.

The Company depends on its ability to continue to obtain federal, state and local governmental contracts, and indirectly, on the amount of funding available to these agencies for new and current governmental projects. Therefore, a substantial portion of the Company’s operations may be dependent upon the level and timing of government funding. Statutory mechanics liens provide



the Company high priority in the event of lien foreclosures following financial difficulties of private owners, thus minimizing credit risk with private customers.

#### ***Accounts Receivable***

Accounts receivable are stated at the historical carrying value, less write-offs and allowances for doubtful accounts. The Company has significant investments in billed and unbilled receivables as of June 30, 2014. Billed receivables represent amounts billed upon the completion of small contracts and progress billings on large contracts in accordance with contract terms and milestones. Unbilled receivables on fixed-price contracts, which are included in costs in excess of billings, arise as revenues are recognized under the percentage-of-completion method. Unbilled amounts on cost-reimbursement contracts represent recoverable costs and accrued profits not yet billed. Revenue associated with these billings is recorded net of any sales tax, if applicable. Past due balances over 90 days and other higher risk amounts are reviewed individually for collectability. In establishing an allowance for doubtful accounts, the Company evaluates its contract receivables and costs in excess of billings and thoroughly reviews historical collection experience, the financial condition of its customers, billing disputes and other factors. The Company writes off uncollectible accounts receivable against the allowance for doubtful accounts if it is determined that the amounts will not be collected or if a settlement is reached for an amount that is less than the carrying value. As of June 30, 2014 and December 31, 2013, the Company had not recorded an allowance for doubtful accounts.

Balances billed to customers but not paid pursuant to retainage provisions in construction contracts generally become payable upon contract completion and acceptance of the work by the owner. Retention at June 30, 2014 totaled \$15.0 million, of which \$1.0 million is expected to be collected beyond June 30, 2015. Retention at December 31, 2013 totaled \$10.4 million.

The Company negotiates change orders and claims with its customers. Unsuccessful negotiations of claims could result in a change to contract revenue that is less than its carrying value, which could result in the recording of a loss. Successful claims negotiations could result in the recovery of previously recorded losses. Significant losses on receivables could adversely affect the Company's financial position, results of operations and overall liquidity.

#### ***Advertising Costs***

The Company primarily obtains contracts through the open bid process, and therefore advertising costs are not a significant component of expense. Advertising costs are expensed as incurred.

#### ***Environmental Costs***

Costs related to environmental remediation are charged to expense. Other environmental costs are also charged to expense unless they increase the value of the property and/or provide future economic benefits, in which event the costs are capitalized. Liabilities, if any, are recognized when the expenditure is considered probable and the amount can be reasonably estimated.

#### ***Fair Value Measurements***

We evaluate and present certain amounts included in the accompanying consolidated financial statements at "fair value" in accordance with U. S. GAAP, which requires us to base our estimates on assumptions that market participants, in an orderly transaction, would use to price an asset or liability, and to establish a hierarchy that prioritizes the information used to determine fair value. In measuring fair value, we use the following inputs in the order of priority indicated:

Level I – Quoted prices in active markets for identical, unrestricted assets or liabilities.

Level II – Observable inputs other than Level I prices, such as (i) quoted prices for similar assets or liabilities; (ii) quoted prices in markets that have insufficient volume or infrequent transactions; and (iii) inputs that are derived principally from or corroborated by observable market data for substantially the full term of the assets or liabilities.

Level III – Unobservable inputs to the valuation methodology that are significant to the fair value measurement.

We generally apply fair value valuation techniques on a non-recurring basis associated with (1) valuing assets and liabilities acquired in connection with business combinations and other transactions; (2) valuing potential impairment loss related to long-lived assets; and (3) valuing potential impairment loss related to goodwill and indefinite-lived intangible assets.

#### ***Inventory***

Inventory consists of parts and small equipment held for use in the ordinary course of business and is valued at the lower of cost (using historical average cost) or market. Where shipping and handling costs are incurred by us, these charges are included in

inventory and charged to cost of contract revenue upon use. Our non-current inventory consists of spare parts (including engines, cutters and gears) that require special order or long-lead times for manufacture or fabrication, but must be kept on hand to reduce downtime on a project.

### ***Property and Equipment***

Property and equipment are recorded at cost. Ordinary maintenance and repairs that do not improve or extend the useful life of the asset are expensed as incurred. Major renewals and betterments of equipment are capitalized and depreciated generally over three to seven years until the next scheduled maintenance.

When property and equipment are retired or otherwise disposed of, the cost and accumulated depreciation are removed from the accounts and any resulting gain or loss is included in results of operations for the respective period. Depreciation is computed using the straight-line method over the estimated useful lives of the related assets for financial statement purposes, as follows:

Automobiles and trucks	3 to 5 years
Buildings and improvements	5 to 30 years
Construction equipment	3 to 15 years
Vessels and dredges	1 to 15 years
Office equipment	1 to 5 years

The Company generally uses accelerated depreciation methods for tax purposes where appropriate.

Dry-docking costs are capitalized and amortized on the straight-line method over a period ranging from three to 15 years until the next scheduled dry-docking. Dry-docking activities include, but are not limited to, the inspection, refurbishment and replacement of steel, engine components, tailshafts, mooring equipment and other parts of the vessel. Amortization related to dry-docking activities is included as a component of depreciation. These activities and the related amortization periods are periodically reviewed to determine if the estimates are accurate. If warranted, a significant upgrade of equipment may result in a revision to the useful life of the asset, in which case, the change is accounted for prospectively.

Property and equipment are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of an asset exceeds its estimated future cash flows, an impairment charge is recognized in the amount by which the carrying amount of the asset exceeds the fair value of the asset. Assets to be disposed of are separately presented in the balance sheets and reported at the lower of the carrying amount or the fair value, less the costs to sell, and are no longer depreciated. The assets held for sale remaining at June 30, 2014 and December 31, 2013 are expected to be disposed of within one year.

### ***Goodwill and Other Intangible Assets***

#### ***Goodwill***

The Company has acquired businesses and assets in purchase transactions that resulted in the recognition of goodwill. Goodwill represents the costs in excess of fair values assigned to the underlying net assets in the acquisition. In accordance with U.S. GAAP, acquired goodwill is not amortized, but is subject to impairment testing at least annually or more frequently if events or circumstances indicate that the asset more likely than not may be impaired. In 2013, based on changes in our internal management structure and continuing consolidation efforts, we determined that our operations comprise a single reporting unit for goodwill impairment testing, which matches our single operating segment for financial reporting.

#### ***Intangible assets***

Intangible assets that have finite lives are amortized. In addition, the Company must evaluate the remaining useful life in each reporting period to determine whether events and circumstances warrant a revision of the remaining period of amortization. If the estimate of an intangible asset's remaining life is changed, the remaining carrying value of such asset is amortized prospectively over that revised remaining useful life.

### ***Stock-Based Compensation***

The Company recognizes compensation expense for equity awards over the vesting period based on the fair value of these awards at the date of grant. The computed fair value of these awards is recognized as a non-cash cost over the period the employee provides services, which is typically the vesting period of the award. The fair value of options granted is estimated on the date of grant using the Black-Scholes option-pricing model. The fair value of restricted stock grants is equivalent to the fair value of the stock issued on the date of grant, and is measured as the mean price of the stock on the date of grant.

Compensation expense is recognized only for share-based payments expected to vest. The Company estimates forfeitures at the date of grant based on historical experience and future expectations.

### ***Income Taxes***

The Company determines its consolidated income tax provision using the asset and liability method prescribed by U. S. GAAP, which requires the recognition of income tax expense for the amount of taxes payable or refundable for the current period and for deferred tax liabilities and assets for the future tax consequences of events that have been recognized in an entity's financial statements or tax returns. The Company must make significant assumptions, judgments and estimates to determine its current provision for income taxes, its deferred tax assets and liabilities, and any valuation allowance to be recorded against any deferred tax asset. The current provision for income tax is based upon the current tax laws and the Company's interpretation of these laws, as well as the probable outcomes of any tax audits. The value of any net deferred tax asset depends upon estimates of the amount and category of future taxable income reduced by the amount of any tax benefits that the Company does not expect to realize. Actual operating results and the underlying amount and category of income in future years could render current assumptions, judgments and estimates of recoverable net deferred taxes inaccurate, thus impacting the Company's financial position and results of operations. The Company computes deferred income taxes using the liability method. Under the liability method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Under the liability method, the effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

The Company accounts for uncertain tax positions in accordance with the provisions of ASC 740-10 which prescribes a recognition threshold and measurement attribute for financial statement disclosure of tax positions taken, or expected to be taken, on its consolidated tax return. The Company evaluates and records any uncertain tax positions based on the amount that management deems is more likely than not to be sustained upon examination and ultimate settlement with the tax authorities in the tax jurisdictions in which it operates.

### ***Insurance Coverage***

The Company maintains insurance coverage for its business and operations. Insurance related to property, equipment, automobile, general liability, and a portion of workers' compensation is provided through traditional policies, subject to a deductible or deductibles. A portion of the Company's workers' compensation exposure is covered through a mutual association, which is subject to supplemental calls.

The Company maintains two levels of excess loss insurance coverage, totaling \$100 million in excess of primary coverage. The Company's excess loss coverage responds to most of its liability policies when a primary limit of \$1 million has been exhausted; provided that the primary limit for Maritime Employer's Liability is \$10 million and the Watercraft Pollution Policy primary limit is \$5 million.

Separately, the Company's employee health care is provided through a trust, administered by a third party. The Company funds the trust based on current claims. The administrator has purchased appropriate stop-loss coverage. Losses on these policies up to the deductible amounts are accrued based upon known claims incurred and an estimate of claims incurred but not reported. The accruals are derived from known facts, historical trends and industry averages to determine the best estimate of the ultimate expected loss. Actual claims may vary from estimates. The Company includes any adjustments to such reserves in its consolidated results of operations in the period in which they become known.

The accrued liability for self-insured claims includes incurred but not reported losses of \$5.7 million and \$5.8 million at June 30, 2014 and December 31, 2013, respectively.

### Recent Accounting Pronouncements

The FASB issues accounting standards and updates (each, an "ASU") from time to time to its Accounting Standards Codification, which is the primary source of U.S. GAAP. The Company regularly monitors ASUs as they are issued and considers applicability to its business. All ASUs are adopted by their respective due dates and in the manner prescribed by the FASB. The following are those recently issued ASUs most likely to affect the presentation of the Company's consolidated financial statements:

In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers*. This comprehensive new revenue recognition standard will supersede existing revenue guidance under U. S. GAAP. The standard's core principle is that a company will recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. In doing so, companies will need to use more judgment and make more estimates, including identifying performance obligations in the contract, estimating the amount of variable consideration to include in the transaction price and allocating the transaction price to each separate performance obligation. The guidance is effective for the Company beginning January 1, 2017. The Company has not yet determined the impact to the Company's financial statements.

In June 2014, the FASB issued ASU 2014-12, *Compensation - Stock Compensation, Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period*. A performance target in a share-based payment that affects vesting and that could be achieved after the requisite service period should be accounted for as a performance condition under Accounting Standards Codification 718, *Compensation - Stock Compensation*. As a result, the target is not reflected in the estimation of the award's grant date fair value. Compensation cost would be recognized over the required service period, if it is probable that the performance condition will be achieved. This guidance was issued to resolve diversity in practice. The guidance is effective for the Company beginning January 1, 2016. The Company believes that adoption of the new guidance will not have a material impact on the Company's financial statements.

In July 2013, the FASB issued ASU 2013-11, *Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists*. This update provides guidance for the presentation of an unrecognized tax benefit when, among other things, a net operating loss carryforward exists. An unrecognized tax benefit, or a portion of an unrecognized tax benefit, should be presented in the financial statements as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss, or a tax credit carryforward, except as follows. To the extent a net operating loss carryforward, a similar tax loss, or a tax credit carryforward is not available at the reporting date under the tax law of the applicable jurisdiction to settle any additional income taxes that would result from the disallowance of a tax position or the tax law of the applicable jurisdiction does not require the entity to use, and the entity does not intend to use, the deferred tax asset for such purpose, the unrecognized tax benefit should be presented in the financial statements as a liability and should not be combined with deferred tax assets. The assessment of whether a deferred tax asset is available is based on the unrecognized tax benefit and deferred tax asset that exist at the reporting date and should be made presuming disallowance of the tax position at the reporting date. The new guidance was effective for the Company beginning January 1, 2014. The adoption of the new guidance did not have a material impact on the Company's financial statements.

During the periods presented in these financial statements, the Company implemented other new accounting pronouncements other than those noted above that are discussed in the notes where applicable.

### 3. Concentration of Risk and Enterprise Wide Disclosures

Accounts receivable include amounts billed to governmental agencies and private customers and do not bear interest. Balances billed to customers but not paid pursuant to retainage provisions generally become payable upon contract completion and acceptance by the owner. The table below presents the concentrations of receivables (trade and retainage) at June 30, 2014 and December 31, 2013, respectively:

	June 30, 2014		December 31, 2013	
Federal Government	\$ 2,223	5%	\$ 4,849	10%
State Governments	508	1%	4,002	8%
Local Governments	10,744	26%	8,857	18%
Private Companies	28,554	68%	31,829	64%
Total receivables	\$ 42,029	100%	\$ 49,537	100%

At June 30, 2014, a private sector customer and a local port authority represented 22.5% and 9.9% of total receivables, respectively. At December 31, 2013, a private sector customer accounted for 9.9% of total receivables.

Additionally, the table below represents concentrations of revenue by type of customer for the three months and six months ended June 30, 2014 and 2013.

	Three months ended June 30,				Six months ended June 30,			
	2014	%	2013	%	2014	%	2013	%
Federal	\$ 6,496	7%	\$ 16,544	19%	\$ 18,393	11%	\$ 36,493	23%
State	10,881	12%	5,797	7%	17,791	10%	12,016	8%
Local	20,586	23%	13,065	16%	34,092	20%	26,186	16%
Private	52,288	58%	48,675	58%	101,233	59%	84,445	53%
	<u>\$ 90,251</u>	<u>100%</u>	<u>\$ 84,081</u>	<u>100%</u>	<u>\$ 171,509</u>	<u>100%</u>	<u>\$ 159,140</u>	<u>100%</u>

In the three months ended June 30, 2014, two private customers generated 11.5% and 10.9% of revenues, respectively. In the three months ended June 30, 2013, the United States Corps of Engineers (USCOE) generated 19.0% of total revenues. In the six months ended June 30, 2014, two private customers generated 12.5% and 10.7% of revenues, respectively. For the six months ended June 30, 2013 the USCOE generated 16.3% of total revenues.

The Company does not believe that the loss of any one of these customers would have a material adverse effect on the Company and its subsidiaries and affiliates.

#### 4. Contracts in Progress

Contracts in progress are as follows at June 30, 2014 and December 31, 2013:

	June 30, 2014	December 31, 2013
Costs incurred on uncompleted contracts	\$ 445,011	\$ 360,678
Estimated earnings	77,616	47,208
	<u>522,627</u>	<u>407,886</u>
Less: Billings to date	(499,993)	(397,625)
	<u>\$ 22,634</u>	<u>\$ 10,261</u>
Included in the accompanying consolidated balance sheet under the following captions:		
Costs and estimated earnings in excess of billings on uncompleted contracts	\$ 30,556	\$ 24,856
Billings in excess of costs and estimated earnings on uncompleted contracts	(7,922)	(14,595)
	<u>\$ 22,634</u>	<u>\$ 10,261</u>

Costs and estimated earnings in excess of billings on completed contracts, net of billings totaled \$0.8 million at June 30, 2014.

Contract costs include all direct costs, such as materials and labor, and those indirect costs related to contract performance such as payroll taxes and insurance. Provisions for estimated losses on uncompleted contracts are made in the period in which such estimated losses are determined. Changes in job performance, job conditions and estimated profitability may result in revisions to costs and income and are recognized in the period in which the revisions are determined. An amount equal to contract costs attributable to claims is included in revenues when realization is probable and the amount can be reliably estimated.

#### 5. Property and Equipment

The following is a summary of property and equipment at June 30, 2014 and December 31, 2013:

	June 30, 2014	December 31, 2013
Automobiles and trucks	\$ 2,048	\$ 2,148
Building and improvements	23,058	22,828
Construction equipment	146,632	145,309
Dredges and dredging equipment	94,428	93,963
Office equipment	4,533	4,545
	270,699	268,793
Less: accumulated depreciation	(154,337)	(144,121)
Net book value of depreciable assets	116,362	124,672
Construction in progress	10,158	2,458
Land	36,992	14,793
	<u>\$ 163,512</u>	<u>\$ 141,923</u>

For the three months ended June 30, 2014, and 2013, depreciation expense was \$5.6 million and \$5.3 million, respectively, and for the sixth month period, depreciation expense was \$11.2 million and \$10.5 million in 2014 and 2013, respectively. Substantially all depreciation expense is included in the cost of contract revenue in the Company's Condensed Consolidated Statements of Operations. The assets of the Company are pledged as collateral under the Company's Credit Agreement (as defined in Note 10).

In February 2014, the Company purchased approximately 340 acres of land located in the upper Houston Ship Channel, Harris County, Texas for approximately \$22 million. The site is being used as a private dredge material placement area, after certain improvements were completed in early 2014. The Company drew on the revolver portion of its credit facility to purchase the land.

The Company's long-lived assets are substantially located in the United States.

## 6. Inventory

Inventory at June 30, 2014 and December 31, 2013, of \$4.1 million and \$3.5 million respectively, consists of spare parts and small equipment held for use in the ordinary course of business.

Non-current inventory at June 30, 2014 and December 31, 2013 totaled \$5.6 million and \$4.8 million in each period, respectively, and consisted primarily of spare engines components kept on hand for the Company's dredging assets.

## 7. Fair Value

The fair value of financial instruments is the amount at which the instrument could be exchanged in a current transaction between willing parties. Due to their short term nature, the Company believes that the carrying value of its accounts receivables, other current assets, accounts payables and other current liabilities approximate their fair values.

The fair value of the Company's reporting units (as needed for purposes of determining indications of impairment to the carrying value of goodwill) is determined using a weighted average of valuations based on market multiples, discounted cash flows, and consideration of our market capitalization.

The fair value of the Company's debt at June 30, 2014 and December 31, 2013 approximated its carrying value of \$30.7 million and \$8.6 million, respectively, as interest is based on current market interest rates for debt with similar risk and maturity. If the Company's debt was measured at fair value, it would have been classified as Level 2 in the fair value hierarchy.

In addition, we have a noncurrent receivable in the amount of \$1.4 million. We believe the carrying value of this receivable approximates its fair value.

## 8. Goodwill and Intangible Assets

### Goodwill

The table below summarizes changes in goodwill recorded by the Company during the periods ended June 30, 2014 and December 31, 2013:

	June 30, 2014	December 31, 2013
Beginning balance, January 1	\$ 33,798	\$ 33,798
Additions	—	—
Ending balance	<u>\$ 33,798</u>	<u>\$ 33,798</u>

No indicators of goodwill impairment were identified during the six months ended June 30, 2014.

### Intangible assets

The tables below present the activity and amortizations of finite-lived intangible assets:

	Six months ended June 30,	
	2014	2013
Intangible assets, January 1	\$ 7,602	\$ 7,602
Additions	—	—
Total intangible assets, end of period	<u>7,602</u>	<u>7,602</u>
Accumulated amortization	\$ (7,404)	\$ (6,975)
Current year amortization	<u>(56)</u>	<u>(241)</u>
Total accumulated amortization	<u>(7,460)</u>	<u>(7,216)</u>
Net intangible assets, end of period	<u>\$ 142</u>	<u>\$ 386</u>

Intangible assets that were acquired in 2012 as part of the purchase of West Construction amortize over a period of one to three years, as follows:

	2014	2015
Amortization	<u>\$ 55</u>	<u>\$ 87</u>

## 9. Accrued Liabilities

Accrued liabilities at June 30, 2014 and December 31, 2013 consisted of the following:

	June 30, 2014	December 31, 2013
Accrued salaries, wages and benefits	\$ 5,775	\$ 3,604
Accrual for self-insurance liabilities	5,715	5,787
Property taxes	1,320	584
Sales taxes	358	481
Other accrued expenses	<u>1,325</u>	<u>959</u>
	<u>\$ 14,493</u>	<u>\$ 11,415</u>

## 10. Long-term Debt and Line of Credit

The Company has a credit agreement (the "Credit Agreement") with Wells Fargo Bank, National Association, as administrative agent, and Wells Fargo Securities, LLC. The Credit Agreement, as amended, provides for borrowings under a revolving line of credit and swingline loans, an accordion, and a term loan (together, the "Credit Facility"). The Credit Facility is guaranteed by the subsidiaries of the Company, secured by the assets of the Company, including stock held in its subsidiaries, and may be used to finance working capital, repay indebtedness, fund acquisitions, and for other general corporate purposes. Interest is computed based on the designation of the loans, and bear interest at either a prime-based interest rate or a LIBOR-based interest rate. Principal balances drawn under the Credit Facility may be prepaid at any time, in whole or in part, without premium or penalty. Amounts repaid under the revolving line of credit may be re-borrowed. The Credit Facility matures on June 30, 2015.

### *Provisions of the revolving line of credit and accordion*

The Company has a maximum borrowing availability under the revolving line of credit and swingline loans (as defined in the Credit Agreement) of \$35 million, with a \$20 million sublimit for the issuance of letters of credit. An additional \$25 million is available subject to the Lender's discretion.

Revolving loans may be designated as prime rate based loans ("ABR Loans") or Eurodollar Loans, at the Company's request, and may be made in an integral multiple of \$500,000, in the case of an ABR Loan, or \$1 million in the case of a Eurodollar Loan. Swingline loans may only be designated as ABR Loans, and may be made in amounts equal to integral multiples of \$100,000. The Company may convert, change or modify such designations from time to time.

Borrowings are subject to a borrowing base, which is calculated as the sum of 80% of eligible accounts receivable, plus 90% of adjusted cash balances, as defined in the Credit Agreement. At June 30, 2014, our borrowing base reflected no limitation in borrowing availability.

At June 30, 2014, \$22.5 million was outstanding on the revolver, reflecting the draw in February 2014 to fund the purchase of the dredge material placement area in Houston, Texas. Outstanding letters of credit, which totaled \$742,000 at June 30, 2014, reduced our maximum borrowing availability to approximately \$11.8 million.

### *Provisions of the term loan*

At June 30, 2014, the term loan component of the Credit Facility totaled \$8.2 million and is secured by specific dredge assets of the Company. Principal payments on the term loan, in the amount of \$389,000, are due quarterly.

### *Financial covenants*

Restrictive financial covenants under the Credit Facility include:

- A Fixed Charge Coverage Ratio of not less than 1.50 to 1.00 at all times;
- A Leverage Ratio of not greater than 2.50 to 1.00 at all times;
- A Profitability Covenant such that the Company shall not have a consolidated quarterly loss of greater than \$3,250,000 for the second fiscal quarter of 2014 and;
- A Profitability Covenant such that the Company and its Subsidiaries shall not sustain a consolidated net loss in respect of any four consecutive fiscal quarter periods commencing with the third quarter of 2014.

In addition, the Credit Facility contains events of default that are usual and customary for similar transactions, including non-payment of principal, interest or fees; inaccuracy of representations and warranties; violation of covenants; bankruptcy and insolvency events; and events constituting a change of control.

The Company is subject to a commitment fee, at a current rate of 0.25% of the unused portion of the maximum available to borrow under the Credit Facility. The commitment fee is payable quarterly in arrears.

Interest at June 30, 2014, based on the Eurodollar-option interest rate, was 2.19%. For the year ended December 31, 2013, the weighted average interest rate was 2.40%.

At June 30, 2014, the Company was in compliance with its financial covenants and expects to be in compliance through the maturity date.

The Company expects to meet its future internal liquidity and working capital needs, and maintain or replace its equipment fleet through capital expenditure purchases and major repairs, from funds generated by its operating activities for at least the next 12 months. The Company believes that its cash position is adequate for general business requirements and to service its debt.



## 11. Income Taxes

The Company's effective tax rate is based on expected income, statutory rates and tax planning opportunities available to it. For interim financial reporting, the Company estimates its annual tax rate based on projected taxable income (or loss) for the full year and records a quarterly tax provision in accordance with the anticipated annual rate. The effective rate for the six months ended June 30, 2014 and 2013 was 38.8% and 42.8% in each period, respectively. This differed from the Company's statutory rate of 35% primarily due to state income taxes and the non-deductibility of certain permanent items, such as incentive stock compensation expense, offset by a benefit related to state income taxes.

The Company assessed the realizability of its deferred tax assets at June 30, 2014, and considered whether it was more likely than not that some portion or all of the deferred tax assets will not be realized. The realization of deferred tax assets depends upon the generation of future taxable income, which includes the reversal of deferred tax liabilities related to depreciation, during the periods in which these temporary differences become deductible. As of June 30, 2014, the Company believes that all of the deferred tax assets will be utilized and therefore has not recorded a valuation allowance.

The Company has a tax effected net operating loss carryforward ("NOL") of approximately \$2.6 million for state income tax reporting purposes due to the losses sustained in various states. The Company believes it will be able to utilize these NOL's against future income, due to expiration dates well into the future, and therefore no valuation allowance has been established. For federal tax reporting purposes, the Company has utilized its ability to carry back losses to 2009 and 2010. Approximately \$7.7 million remains as a tax carryforward, which the Company believes it will be able to utilize before expiration.

The Company does not believe that its tax positions will significantly change due to any settlement and/or expiration of statutes of limitations prior to June 30, 2015.

In September 2013, the IRS issued its final regulations governing expenditures made on tangible property, and provides guidance on amounts paid to improve tangible property and acquire or produce tangible property, as well as guidance regarding the disposition of property and the expensing of supplies and materials (the "Repair Regulations"). Adoption and implementation is required for tax years beginning on or after January 1, 2014. The Company adopted the Repair Regulations on January 1, 2014. The adoption did not have a material impact on the Company's consolidated results of operations, cash flows or financial position.

## 12. Earnings (Loss) Per Share

Basic earnings (loss) per share are based on the weighted average number of common shares outstanding during each period. Diluted earnings per share are based on the weighted average number of common shares outstanding and the effect of all dilutive common stock equivalents during each period. The exercise price for certain stock options awarded by the Company exceeds the average market price of the Company's common stock. Such stock options are antidilutive and are not included in the computation of earnings (loss) per share. In the three months ended June 30, 2014, as well as in the six month periods ended June 30, 2014 and 2013, no potential common stock equivalents were included as the effect of such would be anti-dilutive. During the three month period ended June 30, 2013, incremental shares related to 1,344,211 potential common stock equivalents were included in the computation of diluted earnings per share.

The following table reconciles the denominators used in the computations of both basic and diluted loss per share:

	Three months ended June 30,		Six months ended June 30,	
	2014	2013	2014	2013
Basic:				
Weighted average shares outstanding	27,422,658	27,270,367	27,410,384	27,250,268
Diluted:				
Total basic weighted average shares outstanding	27,422,658	27,270,367	27,410,384	27,250,268
Effect of dilutive securities:				
Common stock options	—	330,294	—	—
Total weighted average shares outstanding assuming dilution	27,422,658	27,600,661	27,410,384	27,250,268
Anti-dilutive stock options	795,133	784,294	795,133	798,345
Shares of common stock issued from the exercise of stock options	33,908	63,134	54,922	97,100

### 13. Stock-Based Compensation

The Company's stock incentive plan, known as the 2011 Long Term Incentive Plan, or the "2011 LTIP", was approved by shareholders in May 2011 and is administered by the Compensation Committee of the Company's Board of Directors. The 2011 LTIP authorized 3,000,000 shares to be issued under this plan. In general, the 2011 LTIP provides for grants of restricted stock and stock options to be issued with a per-share price equal to the fair market value of a share of common stock on the date of grant. Option terms are specified at each grant date, but are generally are 10 years from the date of issuance. Options generally vest over a three to five year period.

In the three months ended June 30, 2014 and 2013, compensation expense related to stock based awards outstanding was \$375,000 and \$548,000, respectively, and for the six month period, compensation expense was \$0.8 million and \$1.1 million, respectively.

In the three months ended June 30, 2014, 33,908 options were exercised, generating proceeds to the Company of approximately \$203,000. In the three months ended June 30, 2013, the Company received proceeds of approximately \$302,000 upon the exercise of 63,134 options. In the six months ended June 30, 2014, 54,922 options were exercised, generating proceeds to the Company of approximately \$340,000. In the six months ended June 30, 2013, the Company received proceeds of approximately \$510,000 upon the exercise of 97,100 options.

At June 30, 2014, total unrecognized compensation expense related to unvested stock and options was approximately \$1.6 million, which is expected to be recognized over a period of approximately two years.

### 14. Commitments and Contingencies

From time to time the Company is a party to various lawsuits, claims and other legal proceedings that arise in the ordinary course of business. These actions typically seek, among other things, compensation for alleged personal injury, breach of contract, property damage, punitive damages, civil penalties or other losses, or injunctive or declaratory relief. With respect to such lawsuits, the Company accrues reserves when it is probable a liability has been incurred and the amount of loss can be reasonably estimated. The Company does not believe any of these proceedings, individually or in the aggregate, would be expected to have a material adverse effect on results of operations, cash flows or financial condition.

## Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS

*Unless the context otherwise indicates, all references in this quarterly report to "Orion," "the company," "we," "our," or "us" are to Orion Marine Group, Inc. and its subsidiaries taken as a whole.*

Certain information in this Quarterly Report on Form 10-Q, including but not limited to Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A"), may constitute forward-looking statements as such term is defined within the meaning of the "safe harbor" provisions of Section 27A of the Securities Exchange Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended.

All statements other than statements of historical facts, including those that express a belief, expectation, or intention are forward-looking statements. The forward-looking statements may include projections and estimates concerning the timing and success of specific projects and our future production, revenues, income and capital spending. Our forward-looking statements are generally accompanied by words such as "estimate," "project," "predict," "believe," "expect," "anticipate," "potential," "plan," "goal" or other words that convey the uncertainty of future events or outcomes.

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, including unforeseen productivity delays, levels of government funding or other governmental budgetary constraints, and contract cancellation at the discretion of the customer. These and other important factors, including those described under "Risk Factors" in Item 1A of the Company's Annual Report on Form 10-K for the year ended December 31, 2013 ("2013 Form 10-K") may cause our actual results, performance or achievements to differ materially from any future results, performance or achievements expressed or implied by these forward-looking statements. The forward-looking statements in this quarterly report on Form 10-Q 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.

MD&A provides a narrative analysis explaining the reasons for material changes in the Company's (i) financial condition since the most recent fiscal year-end, and (ii) results of operations during the current fiscal year-to-date period and current fiscal quarter as compared to the corresponding periods of the preceding fiscal year. In order to better understand such changes, this MD&A should be read in conjunction with the Company's fiscal 2013 audited consolidated financial statements and notes thereto included in its 2013 Form 10-K, Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations included in our 2013 Form 10-K and with our unaudited financial statements and related notes appearing elsewhere in this quarterly report.

#### **Overview**

Orion Marine Group, Inc., its subsidiaries and affiliates (hereafter collectively referred to as "Orion" or the "Company") provide a broad range of heavy civil marine construction and specialty services on, over and under the water along the Gulf Coast, the Atlantic Seaboard, the West Coast, and in Alaska, Canada and the Caribbean Basin and acts as a single source turn-key solution for its customers' marine contracting needs. Our heavy civil marine construction services include marine transportation facility construction, marine pipeline construction, marine environmental structures, dredging of waterways, channels and ports, environmental dredging, and specialty services. We are headquartered in Houston, Texas. Our customers include federal, state and municipal governments, the combination of which accounted for approximately 42% of our revenue in the three months ended June 30, 2014, as well as private commercial and industrial enterprises.

Our contracts are obtained primarily through competitive bidding in response to "requests for proposals" by federal, state and local agencies and through negotiation with private parties. Our bidding activity and strategies are affected by such factors as our backlog, current utilization of equipment and other resources, our ability to obtain necessary surety bonds and competitive considerations. The timing and location of awarded contracts may result in unpredictable fluctuations in the results of our operations.

Most of our revenue is derived from fixed-price contracts. There are a number of factors that can create variability in contract performance and therefore impact the results of our operations. The most significant of these include the following:

- completeness and accuracy of the original bid;
- increases in commodity prices such as concrete, steel and fuel;
- customer delays, work stoppages, and other costs due to weather and environmental restrictions;
- availability, skill level of workers; and

- a change in availability and proximity of equipment and materials.

All of these factors can contribute to inefficiencies in contract performance, which can adversely affect the timing of revenue recognition and ultimate contract profitability. We plan our operations and bidding activity with these factors in mind and they have not had a material adverse impact on the results of our operations in the past.

### ***Second quarter 2014 recap and 2014 Outlook***

As expected, fluctuations in the mix of projects in the second quarter led to gaps in project schedules which put pressure on margins due to idle labor and equipment. However, we ended the quarter with a record level backlog of \$281.6 million, which does not include jobs in which we are apparent low bidder.

Our tracking database of future projects of interest remains strong for the foreseeable future, with a steady demand for our heavy civil marine construction services. We continue to identify new bid opportunities in the private sector, reflecting increases in capital projects, both in new construction and refurbishment of existing infrastructure. Additionally, we expect to continue to see some lettings from the Corps of Engineers before the end of the Corps' fiscal year. As a result, we expect to see improvement in the utilization of our assets in the back half of the year. The second half will also benefit from the revenues generated from our Dredge Material Placement Area (DMPA) fees.

In the long-term, and subject to the funding constraints described above, we see positive trends in demands for our services in our end markets, including:

- General demand to repair and improve degrading US marine infrastructure;
- Improving economic conditions and increased activity in the petrochemical industry and energy related companies will necessitate capital expenditures, including larger projects, as well as maintenance call-out work;
- Expected increases in cargo volume and future demands from larger ships transiting the Panama Canal will require ports along the Gulf Coast and Atlantic Seaboard to expand port infrastructure as well as perform additional dredging services;
- The WRDA/WRRDA bills which passed; authorizing expenditures for the conservation and development of the nation's waterways, as well as address funding deficiencies within the Harbor Maintenance Trust Fund; and
- Renewed focus on coastal rehabilitation along the Gulf Coast, particularly through the use of RESTORE Act funds based on fines collected related to the 2010 Gulf of Mexico oil spill.

## **Consolidated Results of Operations**

### ***Backlog Information***

Our contract backlog represents our estimate of the revenues we expect to realize under the portion of contracts remaining to be performed. Given the typical duration of our contracts, which is generally less than a year, our backlog at any point in time usually represents only a portion of the revenue that we expect to realize during a twelve month period. Many projects that make up our backlog may be canceled at any time without penalty; however, we can generally recover actual committed costs and profit on work performed up to the date of cancellation. Although we have not been materially adversely affected by contract cancellations or modifications in the past, we may be in the future, especially in economically uncertain periods. Consequently, backlog is not necessarily indicative of future results. In addition to our backlog under contract, we also have a substantial number of projects in negotiation or pending award at any time.

Backlog at June 30, 2014 was \$281.6 million, as compared with \$247.3 million at December 31, 2013.

*Three months ended June 30, 2014 compared with three months ended June 30, 2013*

	Three months ended June 30,			
	2014		2013	
	Amount	Percent	Amount	Percent
	(dollar amounts in thousands)			
Contract revenues	\$ 90,251	100.0 %	\$ 84,081	100.0 %
Cost of contract revenues	84,378	93.5	76,205	90.6
Gross profit	5,873	6.5	7,876	9.4
Selling, general and administrative expenses	8,129	9.0	7,826	9.3
(Loss) income from operations	(2,256)	(2.5)	50	0.1
Other income (expense)				
Gain on sale of assets, net	84	0.1	45	0.1
Other income	467	0.5	316	0.4
Interest income	—	—	1	—
Interest expense	(194)	(0.2)	(132)	(0.2)
Other income, net	357	0.4	230	0.3
(Loss) income before income taxes	(1,899)	(2.1)	280	0.3
Income tax benefit	(736)	(0.8)	(22)	(0.1)
Net (loss) income	(1,163)	(1.3)	302	0.2
Net loss attributable to noncontrolling interest	—	—	(18)	—
Net (loss) income attributable to Orion common stockholders	\$ (1,163)	(1.3)	\$ 320	0.2 %

**Contract Revenues.** Revenues for the three months ended June 30, 2014 increased approximately 7% as compared with the second quarter of 2013. The increase resulted from the volume of work in backlog at the end of 2013, as well as work performed on new project awards during the quarter.

Revenue generated from private sector customers represented 58% of total revenues in the period, which is comparable with the prior year period. Revenue from private sector customers totaled approximately \$52 million, or an increase of 7% compared with the second quarter of 2013. Improvement in the economy resulted in additional spending by private sector customers on capital infrastructure, particularly those customers in the petrochemical industry.

Contract revenue generated from public sector customers totaled \$38 million, and represented 42% of total revenues in the second quarter of 2014, as compared with \$35.2 million, or 42% of total revenues in the comparable period last year.

**Gross Profit.** Gross profit was \$5.9 million in the second quarter ended June 30, 2014, as compared with \$7.9 million in the second quarter last year. During the second quarter of 2014, gross profit margin decreased as a result of idle labor and equipment as start dates on certain projects were delayed, creating gaps in project schedules. Gross margin in the second quarter was 6.5%, as compared with 9.4% last year, reflecting the mix of contracts in progress, resulting in idle labor and equipment. As measured by cost, our self performance was 83% in the six months ended of both 2014 and 2013. A higher level of job self performance typically reflects less reliance on third party subcontractors.

**Selling, General and Administrative Expense.** Selling, general and administrative ("SG&A") expenses in the second quarter of 2014 were \$8.1 million, an increase of 3.9% compared with last year. The increase was due generally to additional personnel and related expenses, including group medical expense.

**Other income, net of expense.** Other expense primarily reflects interest on our borrowings.

**Income Tax Benefit.** We have estimated our annual effective tax rate at 39% for 2014. This differs from the statutory rate of 35%, due to permanent differences, including incentive stock option expense, and to state income taxes. Our effective rate for the period ended June 30, 2014 was 38.8%.

## Liquidity and Capital Resources

Our primary liquidity needs are to finance our working capital, fund capital expenditures, and pursue strategic acquisitions. Historically, our source of liquidity has been cash provided by our operating activities and borrowings under our Credit Facility (as defined below).

Our working capital position fluctuates from period to period due to normal increases and decreases in operational activity. At June 30, 2014, our working capital was \$41.9 million, as compared with \$65.5 million at December 31, 2013. As of June 30, 2014, we had cash on hand of \$34.4 million. Availability under our revolving credit facility was subject to a borrowing base, which did not limit our borrowing availability. Due to the purchase of the land in February 2014 through a draw on the credit facility, our borrowing capacity at June 30, 2014 was limited to approximately \$11.8 million.

We expect to meet our future internal liquidity and working capital needs, and maintain or replace our equipment fleet through capital expenditure purchases and major repairs, from funds generated by our operating activities for at least the next 12 months. We believe our cash position is adequate for our general business requirements discussed above and to service our debt.

The following table provides information regarding our cash flows and our capital expenditures for the six months ended June 30, 2014 and 2013:

	Six months ended June 30,	
	2014	2013
Cash flows provided by operating activities	\$ 3,639	\$ 7,071
Cash flows used in investing activities	\$ (32,579)	\$ (6,836)
Cash flows provided by (used in) financing activities	\$ 22,451	\$ (2,735)
Capital expenditures (included in investing activities above)	\$ (10,718)	\$ (6,917)

**Operating Activities.** In the first six months of 2014, our operations provided approximately \$3.6 million in net cash inflows, as compared with cash provided by operations in the prior year period of \$7.1 million. The change in cash between periods was related to:

- an increase in our net loss of approximately \$0.5 million;
- a decrease in trade account receivable balances, reflecting collections on accounts as well as the timing of billings to customers; however this decrease was more significant in the prior year period, resulting in a net outflow between periods of \$7.2 million;
- net inflow of cash of \$3.0 million between periods related to billings to and payments from customers for costs that cannot be billed, or receipt of payments for items such as mobilization at project commencement;

Changes in working capital are normal within our business and are not necessarily indicative of any fundamental change within working capital components or trend in the underlying business.

**Investing Activities.** Capital asset additions and betterments to our fleet were \$10.7 million in the first six months of 2014, as compared with \$6.9 million in 2013. In addition, in February 2014, we purchased a dredge material placement area in the upper Houston Ship Channel for approximately \$22 million.

**Financing Activities.** In the current year period, we funded the purchase of land in Houston, Texas from our Credit Facility through draws totaling \$22.5 million. In addition, we made scheduled installment payments on the term loan which reduced the balance to \$8.2 million.

## Sources of Capital

The Company has a credit agreement (the "Credit Agreement") with Wells Fargo Bank, National Association, as administrative agent, and Wells Fargo Securities, LLC. The Credit Agreement, as amended, provides for borrowings under a revolving line of credit and swingline loans, an accordion, and a term loan (together, the "Credit Facility"). The Credit Facility is guaranteed by the subsidiaries of the Company, secured by the assets of the Company, including stock held in its subsidiaries, and may be used to finance working capital, repay indebtedness, fund acquisitions, and for other general corporate purposes. Interest is computed based on the designation of the loans, and bear interest at either a prime-based interest rate or a LIBOR-based interest rate. Principal

balances drawn under the Credit Facility may be prepaid at any time, in whole or in part, without premium or penalty. Amounts repaid under the revolving line of credit may be re-borrowed. The Credit Facility matures on June 30, 2015.

*Provisions of the revolving line of credit and accordion*

The Company has a maximum borrowing availability under the revolving line of credit and swingline loans (as defined in the Credit Agreement) of \$35 million, with a \$20 million sublimit for the issuance of letters of credit. An additional \$25 million is available subject to the Lender's discretion.

Revolving loans may be designated as prime rate based loans ("ABR Loans") or Eurodollar Loans, at the Company's request, and may be made in an integral multiple of \$500,000, in the case of an ABR Loan, or \$1 million in the case of a Eurodollar Loan. Swingline loans may only be designated as ABR Loans, and may be made in amounts equal to integral multiples of \$100,000. The Company may convert, change or modify such designations from time to time.

Borrowings are subject to a borrowing base, which is calculated as the sum of 80% of eligible accounts receivable, plus 90% of adjusted cash balances, as defined in the Credit Agreement. At June 30, 2014, our borrowing base reflected no limitation in borrowing availability.

At June 30, 2014, \$22.5 million was outstanding under the revolver, reflecting the draw in February 2014 to fund the purchase of the dredge material placement area in Houston, Texas. Outstanding letters of credit, which totaled \$742,000 at June 30, 2014, reduced our maximum borrowing availability to approximately \$11.8 million.

*Provisions of the term loan*

At June 30, 2014, the term loan component of the Credit Facility totaled \$8.2 million and is secured by specific dredge assets of the Company. Principal payments on the term loan, in the amount of \$389,000, are due quarterly.

*Financial covenants*

Restrictive financial covenants under the Credit Facility include:

- A Fixed Charge Coverage Ratio of not less than 1.50 to 1.00 at all times;
- A Leverage Ratio of not greater than 2.50 to 1.00 at all times;
- A Profitability Covenant such that the Company shall not have a consolidated quarterly loss of greater than \$3,250,000 for the second fiscal quarter of 2014, and;
- A Profitability Covenant such that the Company and its Subsidiaries shall not sustain a consolidated net loss in respect of any four consecutive fiscal quarter periods commencing with the third quarter of 2014.

In addition, the Credit Facility contains events of default that are usual and customary for similar transactions, including non-payment of principal, interest or fees; inaccuracy of representations and warranties; violation of covenants; bankruptcy and insolvency events; and events constituting a change of control.

The Company is subject to a commitment fee, at a current rate of 0.25% of the unused portion of the maximum available to borrow under the Credit Facility. The commitment fee is payable quarterly in arrears.

Interest at June 30, 2014, based on a Eurodollar-option interest rate, was 2.19%. For the year ended December 31, 2013, the weighted average interest rate was 2.40%.

At June 30, 2014, the Company was in compliance with its financial covenants and expects to be in compliance through the maturity date.

The Company expects to meet its future internal liquidity and working capital needs, and maintain or replace its equipment fleet through capital expenditure purchases and major repairs, from funds generated by its operating activities for at least the next 12 months. The Company believes its cash position is adequate for general business requirements and to service its debt.

**Bonding Capacity**

We are generally required to provide various types of surety bonds that provide additional security to our customers for our performance under certain government and private sector contracts. Our ability to obtain surety bonds depends on our capitalization, working capital, past performance and external factors, including the capacity of the overall surety market. At June 30, 2014, we believe our capacity under our current bonding arrangement was in excess of \$400 million, of which we had approximately \$190 million in surety bonds outstanding. We believe our strong balance sheet and working capital position will allow us to continue to access our bonding capacity.

## **Effect of Inflation**

We are subject to the effects of inflation through increases in the cost of raw materials, and other items such as fuel. Due to the relative short-term duration of our projects, we are generally able to include anticipated price increases in the cost of our bids.

### **Item 3. Quantitative and Qualitative Disclosures about Market Risk**

We do not enter into derivative financial instruments for trading, speculation or other purposes that would expose the Company to market risk. In the normal course of business, our results of operations are subject to risks related to fluctuation in commodity prices and fluctuations in interest rates.

#### *Commodity price risk*

We are subject to fluctuations in commodity prices for concrete, steel products and fuel. Although we attempt to secure firm quotes from our suppliers, we generally do not hedge against increases in prices for concrete, steel and fuel. Commodity price risks may have an impact on our results of operations due to the fixed-price nature of many of our contracts, although the short-term duration of our projects may allow us to include price increases in the costs of our bids.

#### *Interest rate risk*

At June 30, 2014, we had \$30.7 million in outstanding borrowings under our revolving credit facility, with a weighted average interest rate over the three month period of 2.19%. Our objectives in managing interest rate risk are to lower our overall borrowing costs and limit interest rate changes on our earnings and cash flows. To achieve this, we closely monitor changes in interest rates and we utilize cash from operations to reduce our debt position, if warranted.

### **Item 4. Controls and Procedures**

- *Evaluation of Disclosure Controls and Procedures.* As required, the Company's management, with the participation of its Chief Executive Officer and Chief Financial Officer, have conducted an evaluation of the effectiveness of disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) as of the end of the period covered by this quarterly report. Based on that evaluation, such officers have concluded that the disclosure controls and procedures are effective.
- *Changes in Internal Controls.* There have been no changes in our internal controls over financial reporting during the period covered by this report that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

## **PART II -- Other Information**

### **Item 1. Legal Proceedings**

For information about litigation involving us, see Note 14 to the condensed consolidated financial statements in Part I of this report, which we incorporate by reference into this Item 1 of Part II.

### **Item 1A. Risk Factors**

There have been no material changes to the risk factors previously disclosed in our 2013 Form 10-K.

### **Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

There were no sales of equity securities in the period ended June 30, 2014.

### **Item 3. Defaults upon Senior Securities**



None.

**Item 4. Mine Safety Disclosure**

None.

**Item 5. Other Information**

None.

**Item 6. Exhibits**

<b>Exhibit Number</b>	<b>Description</b>
3.1	Amended and Restated Certificate of Incorporation of Orion Marine Group, Inc. (incorporated herein by reference to Exhibit 3.1 to the Company's Form S-1 filed with the Securities and Exchange Commission on August 20, 2007 (File No. 333-145588)).
3.2	Amended and Restated Bylaws of Orion Marine Group, Inc. (incorporated herein by reference to Exhibit 3.2 to the Company's Form S-1 filed with the Securities and Exchange Commission on August 20, 2007 (File No. 333-145588)).
4.1	Registration Rights Agreement between Friedman, Billings, Ramsey & Co., Inc. and Orion Marine Group, Inc. dated May 17, 2007 (incorporated herein by reference to Exhibit 4.1 to the Company's Form S-1 filed with the Securities and Exchange Commission on August 20, 2007 (File No. 333-145588)).
10.1	Second Amendment to Credit Agreement dated as of June 27, 2014 between Orion Marine Group, Inc. and Wells Fargo Bank, National Association, as Administrative Agent; Wells Fargo Securities, LLC as Sole Lead Arranger and Bookrunner
31.1*	Certification of the Chief Executive Officer Pursuant to Rules 13a-14 and 15d-14 of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2*	Certification of the Chief Financial Officer Pursuant to Rules 13a-14 and 15d-14 of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1*	Certification of the Chief Executive Officer and the Chief Financial Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

\* filed herewith

+ management or compensatory arrangement

## 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.

### ORION MARINE GROUP, INC.

August 1, 2014	By: <u>/s/ J. Michael Pearson</u> J. Michael Pearson Chief Executive Officer
August 1, 2014	By: <u>/s/ Mark R. Stauffer</u> Mark R. Stauffer President
August 1, 2014	By: <u>/s/ Christopher J. DeAlmeida</u> Christopher J. DeAlmeida Vice President and Chief Financial Officer

## SECOND AMENDMENT TO CREDIT AGREEMENT

THIS SECOND AMENDMENT TO CREDIT AGREEMENT (this “Amendment”) is made and entered into as of June 27, 2014 by and among ORION MARINE GROUP, INC., a Delaware corporation (the “Borrower”); each of the Lenders which is a party to the Credit Agreement (as defined below) (individually, a “Lender” and, collectively, the “Lenders”), and WELLS FARGO BANK, NATIONAL ASSOCIATION, acting as administrative agent for the Lenders (in such capacity, together with its successors in such capacity, the “Administrative Agent”).

### RECITALS

A. The Borrower, the Lenders and the Administrative Agent executed and delivered that certain Credit Agreement dated as of June 25, 2012, as amended by instrument dated as of April 30, 2013. Said Credit Agreement, as amended, supplemented and restated, is herein called the “Credit Agreement”. Any capitalized term used in this Amendment and not otherwise defined shall have the meaning ascribed to it in the Credit Agreement.

B. The Borrower, the Lenders and the Administrative Agent desire to amend the Credit Agreement in certain respects.

NOW, THEREFORE, in consideration of the premises and the mutual agreements, representations and warranties herein set forth, and further good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Borrower, the Lenders and the Administrative Agent do hereby agree as follows:

#### SECTION 1. Amendments to Credit Agreement.

(a) A new definition of “Fixed Charge Coverage Ratio” is hereby added to Section 1.01 of the Credit Agreement, such new definition to read in its entirety as follows:

“Fixed Charge Coverage Ratio” means, as of any day, the ratio of (a) EBITDA for the 12 months ending on such date minus the greater of (i) Maintenance Capital Expenditures for such period or (ii) \$5,000,000 to (b) Fixed Charges for such 12-month period, determined in each case on a consolidated basis for Borrower and its Subsidiaries.

(b) A new definition of “Fixed Charges” is hereby added to Section 1.01 of the Credit Agreement, such new definition to read in its entirety as follows:

“Fixed Charges” means (without duplication), for any period, (a) Debt Service for such period, plus (b) taxes paid in cash during such period plus (c) one-fifth of the aggregate outstanding amount (as of the date of calculation of the Fixed Charge Coverage Ratio) of the aggregate principal amount of Loans.

(c) The definition of “Revolving Maturity Date” set forth in Section 1.01 of the Credit Agreement is hereby amended to read in its entirety as follows:

“Revolving Maturity Date” means June 30, 2015.

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(d) The definition of “Term Loan Maturity Date” set forth in Section 1.01 of the Credit Agreement is hereby amended to read in its entirety as follows:

“Term Loan Maturity Date” means June 30, 2015.

(e) Section 5.13 of the Credit Agreement is hereby amended to read in its entirety as follows:

SECTION 5.13. Financial Covenants. The Borrower will have and maintain:

(a) Fixed Charge Coverage Ratio - a Fixed Charge Coverage Ratio of not less than 1.50 to 1.00 at all times.

times.

(b) Leverage Ratio - a Leverage Ratio of not greater than 2.50 to 1.00 at all

(a) Section 6.15 of the Credit Agreement is hereby amended to be in its entirety as follows:

SECTION 6.15. Profitability Covenant. Borrower will not have nor suffer to exist (i) a consolidated quarterly loss of greater than \$3,250,000 for the second fiscal quarter 2014 or (ii) a consolidated net loss for Borrower and its Subsidiaries in respect of any four consecutive fiscal quarter periods (commencing with the third fiscal quarter of 2014).

(b) Exhibit B to the Credit Agreement is hereby amended to be identical to Exhibit B attached hereto.

SECTION 2. Ratification. Except as expressly amended by this Amendment, the Credit Agreement and the other Loan Documents shall remain in full force and effect. None of the rights, title and interests existing and to exist under the Credit Agreement are hereby released, diminished or impaired, and the Borrower hereby reaffirms all covenants, representations and warranties in the Credit Agreement.

SECTION 3. Expenses. The Borrower shall pay to the Administrative Agent all reasonable fees and expenses of its legal counsel incurred in connection with the execution of this Amendment.

SECTION 4. Certifications. The Borrower hereby certifies that after the effectuation of this Amendment (a) no event has occurred and is continuing which would reasonably be expected to have a Material Adverse Effect and (b) no Default or Event of Default has occurred and is continuing.

SECTION 5. Miscellaneous. This Amendment (a) shall be binding upon and inure to the benefit of the Borrower, the Lenders and the Administrative Agent and their respective successors, assigns, receivers and trustees; (b) may be modified or amended only by a writing signed by the required parties; (c) shall be governed by and construed in accordance with the laws of the State of Texas and the United States of America; (d) may be executed in several counterparts by the parties hereto on separate counterparts, and each counterpart, when so executed and delivered, shall constitute an original agreement, and all such separate counterparts shall constitute but one and the same agreement and (e) together with the other Loan Documents, embodies the entire agreement and understanding between the parties with respect to the subject matter hereof and supersedes all prior agreements, consents and understandings relating to such subject matter. The headings herein shall be accorded no significance in interpreting this Amendment.

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**NOTICE PURSUANT TO TEX. BUS. & COMM. CODE §26.02**

**THE CREDIT AGREEMENT, AS AMENDED BY THIS AMENDMENT, AND ALL OTHER LOAN DOCUMENTS EXECUTED BY ANY OF THE PARTIES PRIOR HERETO OR SUBSTANTIALLY CONCURRENTLY HERewith CONSTITUTE A WRITTEN LOAN AGREEMENT WHICH REPRESENTS THE FINAL AGREEMENT BETWEEN THE PARTIES AND MAY NOT BE CONTRADICTED BY EVIDENCE OF PRIOR, CONTEMPORANEOUS OR SUBSEQUENT ORAL AGREEMENTS OF THE PARTIES. THERE ARE NO UNWRITTEN ORAL AGREEMENTS BETWEEN THE PARTIES.**

**[Signature Pages Follow]**

IN WITNESS WHEREOF, the Borrower, the Lenders and the Administrative Agent have caused this Amendment to be signed by their respective duly authorized officers, effective as of the date first above written.

ORION MARINE GROUP, INC.,

a Delaware Corporation

By: /s/ Christopher J. DeAlmeida

Name: Christopher J. DeAlmeida

Title: Vice President & Chief Financial Officer

WELLS FARGO BANK, NATIONAL

ASSOCIATION, as Administrative Agent and as a Lender

By: /s/ Timothy P. Gebauer

Timothy P. Gebauer,

Vice President

The undersigned hereby join in this Amendment to evidence their consent to execution by the Borrower of this Amendment, to agree to be bound by the provisions of this Amendment to the extent applicable to the undersigned, to confirm that each Loan Document now or previously executed by the undersigned applies and shall continue to apply to the Credit Agreement, as amended hereby, to acknowledge that without such consent and confirmation, Lenders would not execute this Amendment and to join in the notice pursuant to Tex. Bus. & Comm. Code §26.02 set forth above.

OCGP, LLC, a Texas limited liability company, OCLP, LLC, a Nevada limited liability company, KFMSLP, LLC, a Nevada limited liability company, INDUSTRIAL CHANNEL AND DOCK COMPANY, a Texas corporation, COMMERCIAL CHANNEL AND DOCK COMPANY, a Texas corporation

By: /s/ Christopher J. DeAlmeida

Name: Christopher J. DeAlmeida

Title: Vice President & Chief Financial Officer

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ORION ADMINISTRATIVE SERVICES, INC., a

Texas corporation, ORION MARINE CONTRACTORS, INC., a Delaware corporation, ORION MARINE CONSTRUCTION, INC., a Florida corporation, INDUSTRIAL CHANNEL AND DOCK COMPANY, a Texas corporation, COMMERCIAL CHANNEL AND DOCK COMPANY, a Texas corporation, MISENER MARINE CONSTRUCTION, INC., a Georgia corporation, SCHNEIDER E&C COMPANY, INC., a Florida corporation

By: /s/ Christopher J. DeAlmeida

Name: Christopher J. DeAlmeida

Title: Vice President & Chief Financial Officer

ORION CONSTRUCTION LP, a Texas limited partnership

By: OCGP, LLC, a Texas limited liability company, its sole General Partner

By: /s/ Christopher J. DeAlmeida

Name: Christopher J. DeAlmeida

Title: Vice President & Chief Financial Officer

F. MILLER CONSTRUCTION, LLC, a Louisiana limited liability company

By: /s/ Christopher J. DeAlmeida

Name: Christopher J. DeAlmeida

Title: Vice President & Chief Financial Officer

SSL SOUTH, LLC, a Florida limited liability company

By: /s/ Christopher J. DeAlmeida

Name: Christopher J. DeAlmeida

Title: Vice President & Chief Financial Officer

CBP PROPERTIES, LLC,  
a Texas limited liability company

By: /s/ Christopher J. DeAlmeida

Name: Christopher J. DeAlmeida

Title: Vice President & Chief Financial Officer

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[Signature Page for Second Amendment to Credit Agreement]

HOU:0050320/00182: I736599v2

EXHIBIT B

(Compliance Certificate - Attached)

**COMPLIANCE CERTIFICATE**

The undersigned hereby certifies that he or she is the of ORION MARINE GROUP, INC., a Delaware corporation (the “Borrower”), and that as such he or she is authorized to execute this certificate on behalf of the Borrower pursuant to the Credit Agreement (the “Agreement”) dated as of June 25, 2012, by and among Borrower, WELLS FARGO BANK, NATIONAL ASSOCIATION, as Administrative Agent, and the lenders therein named; and that a review has been made under his or her supervision with a view to determining whether the Loan Parties have fulfilled all of their respective obligations under the Agreement, the Notes and the other Loan Documents; and further certifies, represents and warrants that to his or her knowledge (each capitalized term used herein having the same meaning given to it in the Agreement unless otherwise specified):

(a) The financial statements delivered to the Administrative Agent concurrently with this Compliance Certificate have been prepared in accordance with GAAP consistently followed throughout the period indicated and fairly present the financial condition and results of operations of the applicable Persons as at the end of, and for, the period indicated (subject, in the case of quarterly financial statements, to normal changes resulting from year-end adjustments and the absence of certain footnotes).

(b) No Default or Event of Default has occurred and is continuing. In this regard, the compliance with the provisions of Sections 5.13 and 6.15 as of the effective date of the financial statements delivered to the Administrative Agent concurrently with this Compliance Certificate is as follows:

(i) **Section 5.13(a) - Fixed Charge Coverage Ratio**

Actual   Required

to 1.00   1.50 to 1.00

(ii) **Section 5.13(b) - Leverage Ratio**

---

Actual   Required

to 1.00   2.50 to 1.00

- (iii)     The attachment hereto sets forth an analysis of compliance/non-compliance with the negative covenants set forth in the Credit Agreement (the pertinent provisions of the Credit Agreement are included at the end of the attachment).

(c)     There has been no change in GAAP or in the application thereof since the Effective Date which would reasonably be expected to affect the calculation of the financial covenants set forth in the Agreement or, if any such change has occurred, the effects of such

**EXHIBIT B**

change on the financial statements of the respective Loan Parties are specified on an attachment hereto.

(d)     Since the date of the Agreement, no event has occurred which would be reasonably likely to have a Material Adverse Effect.

DATED as of , 201 .

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**[SIGNATURE OF AUTHORIZED OFFICER]**

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## EXHIBIT B

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### Borrower Negative Covenants:

Section	Covenant	In Compliance	
6.01	Indebtedness	Yes	<input type="checkbox"/> No
6.02	Liens	Yes	<input type="checkbox"/> No
6.03	Fundamental Changes	Yes	<input type="checkbox"/> No
6.04	Investments, Loans, Advances and Guarantees	Yes	<input type="checkbox"/> No
6.05	Asset Sales	Yes	<input type="checkbox"/> No
6.06	Sales and Leaseback Transactions	Yes	<input type="checkbox"/> No

### Attachment to Exhibit B - Negative Covenant Compliance

6.07	Swap Agreements	Yes	<input type="checkbox"/> No
6.08	Restricted Payments	Yes	<input type="checkbox"/> No
6.09	Transactions with Affiliates	Yes	<input type="checkbox"/> No
6.10	Restrictive Paymentes	Yes	<input type="checkbox"/> No
6.11	Amendment of Material Documents	Yes	<input type="checkbox"/> No

### Attachment to Exhibit B - Negative Covenant Compliance

6.12	Additional Subsidiaries	Yes	<input type="checkbox"/>
6.13	Property of Foreign Subsidiaries	Yes	<input type="checkbox"/>
6.14	Acquisitions	Yes	<input type="checkbox"/>
6.15	Profitability Covenant	Yes	<input type="checkbox"/>

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**Attachment to Exhibit B - Negative Covenant Compliance**

CERTIFICATION OF CHIEF EXECUTIVE OFFICER  
PURSUANT TO RULE 13a – 14(a)/15d – 14(a)  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, J. Michael Pearson, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Orion Marine Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) 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(s) 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.

August 1, 2014

By: /s/ J. Michael Pearson

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J. Michael Pearson

President and Chief Executive Officer

CERTIFICATION OF CHIEF EXECUTIVE OFFICER  
PURSUANT TO RULE 13a – 14(a)/15d – 14(a)  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Christopher J. DeAlmeida, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Orion Marine Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) 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(s) 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.

August 1, 2014

/s/ Christopher J. DeAlmeida

Christopher J. DeAlmeida  
Chief Financial Officer

SECTION 1350 CERTIFICATIONS  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Orion Marine Group, Inc. (the "Company") on Form 10-Q for the quarter ended June 30, 2014 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), we, J. Michael Pearson and Christopher J. DeAlmeida, Chief Executive Officer and Chief Financial Officer, respectively, of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that to our knowledge:

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 presents, in all material respects, the financial condition and result of operations of the Company.

August 1, 2014

By: /s/ J. Michael Pearson

J. Michael Pearson

President and Chief Executive Officer

August 1, 2014

By: /s/ Christopher J. DeAlmeida

Christopher J. DeAlmeida

Chief Financial Officer

