

**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, 2013

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 no. 001-13831

Quanta Services, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

74-2851603
(I.R.S. Employer
Identification No.)

**2800 Post Oak Boulevard, Suite 2600
Houston, Texas 77056**
(Address of principal executive offices, including zip code)

(713) 629-7600
(Registrant's telephone number, including area code)

N/A
(Former name, former address and former fiscal year, if changed since last report)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). 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 the 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 (Do not check if a smaller reporting company) 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 July 31, 2013, the number of outstanding shares of Common Stock of the Registrant was 210,240,394. As of the same date, 3,500,000 Exchangeable Shares and one share of Series F Preferred Stock were outstanding.

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PART I - FINANCIAL INFORMATION

Item 1. Financial Statements.

QUANTA SERVICES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands, except share information)
(Unaudited)

	<u>June 30,</u> <u>2013</u>	<u>December 31,</u> <u>2012</u>
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 363,113	\$ 394,701
Accounts receivable, net of allowances of \$5,295 and \$5,447	1,282,949	1,328,081
Costs and estimated earnings in excess of billings on uncompleted contracts	405,032	342,777
Inventories	40,852	38,261
Prepaid expenses and other current assets	84,881	97,907
Total current assets	2,176,827	2,201,727
Property and equipment, net of accumulated depreciation of \$590,265 and \$555,030	1,103,212	1,045,983
Other assets, net	205,883	171,566
Other intangible assets, net of accumulated amortization of \$206,830 and \$198,082	171,871	183,836
Goodwill	1,530,138	1,537,645
Total assets	<u>\$ 5,187,931</u>	<u>\$ 5,140,757</u>
LIABILITIES AND EQUITY		
Current Liabilities:		
Accounts payable and accrued expenses	\$ 611,997	\$ 707,294
Billings in excess of costs and estimated earnings on uncompleted contracts	188,418	173,885
Total current liabilities	800,415	881,179
Deferred income taxes	233,467	225,050
Insurance and other non-current liabilities	266,210	262,612
Total liabilities	<u>1,300,092</u>	<u>1,368,841</u>
Commitments and Contingencies		
Equity:		
Common stock, \$.00001 par value, 600,000,000 shares authorized, 221,497,238 and 220,917,050 shares issued, and 209,478,759 and 209,270,586 shares outstanding	2	2
Exchangeable Shares, no par value, 3,500,000 and 3,909,110 shares issued and outstanding	—	—
Series F Preferred Stock, \$.00001 par value, 1 share authorized, issued and outstanding	—	—
Additional paid-in capital	3,311,517	3,287,086
Retained earnings	810,474	668,156
Accumulated other comprehensive income (loss)	(24,439)	14,453
Treasury stock, 12,018,479 and 11,646,464 common shares, at cost	(215,036)	(203,149)
Total stockholders' equity	3,882,518	3,766,548
Noncontrolling interests	5,321	5,368
Total equity	<u>3,887,839</u>	<u>3,771,916</u>
Total liabilities and equity	<u>\$ 5,187,931</u>	<u>\$ 5,140,757</u>

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

QUANTA SERVICES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share information)
(Unaudited)

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2013	2012	2013	2012
Revenues	\$ 1,474,377	\$ 1,386,162	\$ 3,060,087	\$ 2,714,926
Cost of services (including depreciation)	<u>1,233,093</u>	<u>1,173,258</u>	<u>2,580,530</u>	<u>2,315,958</u>
Gross profit	241,284	212,904	479,557	398,968
Selling, general and administrative expenses	119,031	105,233	232,712	203,341
Amortization of intangible assets	<u>5,079</u>	<u>9,326</u>	<u>10,380</u>	<u>18,491</u>
Operating income	117,174	98,345	236,465	177,136
Interest expense	(503)	(958)	(1,005)	(1,533)
Interest income	569	387	1,091	795
Other income (expense), net	<u>(353)</u>	<u>(326)</u>	<u>(866)</u>	<u>(196)</u>
Income from continuing operations before income taxes	116,887	97,448	235,685	176,202
Provision for income taxes	<u>42,161</u>	<u>35,271</u>	<u>84,102</u>	<u>63,940</u>
Net income from continuing operations	74,726	62,177	151,583	112,262
Income from discontinued operations, net of taxes	<u>—</u>	<u>7,620</u>	<u>—</u>	<u>7,529</u>
Net income	74,726	69,797	151,583	119,791
Less: Net income attributable to noncontrolling interests	<u>4,489</u>	<u>4,259</u>	<u>9,265</u>	<u>8,546</u>
Net income attributable to common stock	<u>\$ 70,237</u>	<u>\$ 65,538</u>	<u>\$ 142,318</u>	<u>\$ 111,245</u>
Amounts attributable to common stock:				
Net income from continuing operations	\$ 70,237	\$ 57,918	\$ 142,318	\$ 103,716
Net income from discontinued operations	<u>—</u>	<u>7,620</u>	<u>—</u>	<u>7,529</u>
Net income attributable to common stock	<u>\$ 70,237</u>	<u>\$ 65,538</u>	<u>\$ 142,318</u>	<u>\$ 111,245</u>
Earnings per share attributable to common stock - basic and diluted:				
Continuing operations	\$ 0.33	\$ 0.27	\$ 0.67	\$ 0.49
Discontinued operations	<u>—</u>	<u>0.04</u>	<u>—</u>	<u>0.03</u>
Net income attributable to common stock	<u>\$ 0.33</u>	<u>\$ 0.31</u>	<u>\$ 0.67</u>	<u>\$ 0.52</u>
Shares used in computing earnings per share:				
Weighted average basic shares outstanding	<u>214,314</u>	<u>212,987</u>	<u>213,833</u>	<u>212,244</u>
Weighted average diluted shares outstanding	<u>214,368</u>	<u>213,087</u>	<u>213,886</u>	<u>212,342</u>

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

QUANTA SERVICES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In thousands)
(Unaudited)

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2013	2012	2013	2012
Net income	\$ 74,726	\$ 69,797	\$151,583	\$119,791
Other comprehensive income (loss), net of tax provision:				
Foreign currency translation adjustment, net of tax of \$0, \$0, \$0 and \$0	(25,149)	(14,560)	(38,892)	(3,242)
Other, net of tax of \$0, \$1, \$0 and \$2	—	5	—	10
Other comprehensive income (loss)	(25,149)	(14,555)	(38,892)	(3,232)
Comprehensive income	49,577	55,242	112,691	116,559
Less: Comprehensive income attributable to noncontrolling interests	4,489	4,259	9,265	8,546
Total comprehensive income attributable to Quanta shareholders	<u>\$ 45,088</u>	<u>\$ 50,983</u>	<u>\$103,426</u>	<u>\$108,013</u>

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

QUANTA SERVICES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)
(Unaudited)

	Three Months Ended		Six Months Ended	
	June 30,	2012	2013	June 30, 2012
Cash Flows from Operating Activities:				
Net income	\$ 74,726	\$ 69,797	\$ 151,583	\$ 119,791
Income from discontinued operations	—	(7,620)	—	(7,529)
Adjustments to reconcile net income to net cash provided by operating activities —				
Depreciation	33,040	29,376	64,920	58,402
Amortization of intangible assets	5,079	9,326	10,380	18,491
Amortization of debt issuance costs	218	227	436	450
Amortization of deferred revenues	(3,012)	(2,554)	(5,517)	(5,140)
Gain on sale of property and equipment	(371)	(584)	(653)	(447)
Foreign currency loss	442	647	944	374
Provision for doubtful accounts	154	623	1,662	2,359
Deferred income tax provision	6,096	4,664	4,974	9,652
Non-cash stock-based compensation	12,042	7,597	20,078	13,486
Tax impact of stock-based equity awards	(2,568)	2,868	(2,568)	(42)
Changes in operating assets and liabilities, net of non-cash transactions —				
(Increase) decrease in —				
Accounts and notes receivable	(1,684)	1,420	29,159	(37,171)
Costs and estimated earnings in excess of billings on uncompleted contracts	(638)	(35,899)	(65,668)	(139,290)
Inventories	(3,393)	19,256	(2,896)	22,458
Prepaid expenses and other current assets	1,880	(667)	15,428	6,201
Increase (decrease) in —				
Accounts payable and accrued expenses and other non-current liabilities	(29,896)	38,578	(77,530)	(6,957)
Billings in excess of costs and estimated earnings on uncompleted contracts	26,518	(29,789)	16,014	(18,860)
Other, net	(857)	369	1,162	(2,074)
Net cash provided by operating activities of continuing operations	117,776	107,635	161,908	34,154
Cash Flows from Investing Activities:				
Proceeds from sale of property and equipment	2,555	6,256	4,099	6,869
Additions of property and equipment	(81,743)	(44,866)	(139,380)	(76,734)
Cash paid for acquisitions, net of cash acquired	—	(26,823)	(977)	(68,727)
Investments in unconsolidated affiliates	(925)	(48,844)	(9,470)	(53,750)
Cash paid for other investments	(36,112)	—	(36,112)	—
Net cash used in investing activities of continuing operations	(116,225)	(114,277)	(181,840)	(192,342)
Cash Flows from Financing Activities:				
Borrowings under credit facility	—	349,620	—	349,620
Payments under credit facility	—	(310,620)	—	(310,620)
Payments on other long-term debt	—	(33)	—	(33)
Distributions to noncontrolling interests	(3,858)	(3,747)	(9,312)	(6,237)
Tax impact of stock-based equity awards	2,568	(2,868)	2,568	42
Exercise of stock options	326	445	823	924
Net cash provided by (used in) financing activities of continuing operations	(964)	32,797	(5,921)	33,696
Discontinued operations:				
Net cash used in operating activities	—	(21,336)	—	(8,073)
Net cash used in investing activities	—	(5,109)	—	(7,999)
Net cash used in discontinued operations	—	(26,445)	—	(16,072)
Effect of foreign exchange rate changes on cash and cash equivalents	(4,093)	(4,209)	(5,735)	(1,917)
Net decrease in cash and cash equivalents	(3,506)	(4,499)	(31,588)	(142,481)
Cash and cash equivalents, beginning of period	366,619	177,367	394,701	315,349
Cash and cash equivalents, end of period	\$ 363,113	\$ 172,868	\$ 363,113	\$ 172,868
Supplemental disclosure of cash flow information:				
Cash (paid) received during the period for —				
Interest paid	\$ (267)	\$ (424)	\$ (729)	\$ (780)
Income taxes paid	\$ (65,809)	\$ (23,330)	\$ (157,390)	\$ (70,924)
Income tax refunds	\$ 336	\$ 988	\$ 342	\$ 2,293

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

QUANTA SERVICES, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. BUSINESS AND ORGANIZATION:

Quanta Services, Inc. (Quanta) is a leading provider of specialty contracting services, offering infrastructure solutions primarily to the electric power and natural gas and oil pipeline industries in North America and in select international markets. Quanta reports its results under three reportable segments: (1) Electric Power Infrastructure Services, (2) Natural Gas and Pipeline Infrastructure Services and (3) Fiber Optic Licensing and Other.

Electric Power Infrastructure Services Segment

The Electric Power Infrastructure Services segment provides comprehensive network solutions to customers in the electric power industry. Services performed by the Electric Power Infrastructure Services segment generally include the design, installation, upgrade, repair and maintenance of electric power transmission and distribution networks and substation facilities along with other engineering and technical services. This segment also provides emergency restoration services, including the repair of infrastructure damaged by inclement weather, the energized installation, maintenance and upgrade of electric power infrastructure utilizing unique bare hand and hot stick methods and Quanta's proprietary robotic arm technologies, and the installation of "smart grid" technologies on electric power networks. In addition, this segment designs, installs and maintains renewable energy generation facilities, in particular solar and wind, and related switchyards and transmission networks. To a lesser extent, this segment provides services such as the design, installation, maintenance and repair of commercial and industrial wiring, installation of traffic networks and the installation of cable and control systems for light rail lines.

Natural Gas and Pipeline Infrastructure Services Segment

The Natural Gas and Pipeline Infrastructure Services segment provides comprehensive network solutions to customers involved in the transportation of natural gas, oil and other pipeline products. Services performed by the Natural Gas and Pipeline Infrastructure Services segment generally include the design, installation, repair and maintenance of pipeline transmission and distribution systems, gathering systems and compressor and pump stations, as well as related trenching, directional boring and automatic welding services. In addition, this segment's services include pipeline protection, integrity testing, rehabilitation and replacement, and fabrication of pipeline support systems and related structures and facilities. To a lesser extent, this segment designs, installs and maintains airport fueling systems as well as water and sewer infrastructure.

Fiber Optic Licensing and Other Segment

The Fiber Optic Licensing and Other segment designs, procures, constructs, maintains and owns fiber optic telecommunications infrastructure in select markets and licenses the right to use these point-to-point fiber optic telecommunications facilities to its customers pursuant to licensing agreements, typically with terms from five to twenty-five years, inclusive of certain renewal options. Under these agreements, customers are provided the right to use a portion of the capacity of a fiber optic network, with the network owned and maintained by Quanta. The Fiber Optic Licensing and Other segment provides services to enterprise, education, carrier, financial services and healthcare customers, as well as other entities with high bandwidth telecommunication needs. The telecommunication services provided through this segment are subject to regulation by the Federal Communications Commission and certain state public utility commissions. The Fiber Optic Licensing and Other segment also provides various telecommunication infrastructure services on a limited basis primarily to Quanta's customers in the electric power industry.

QUANTA SERVICES, INC. AND SUBSIDIARIES
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Acquisitions

In the first and second quarters of 2012, Quanta acquired four businesses, which included one electric power infrastructure services company based in Canada, two electric power infrastructure services companies based in the United States and one natural gas and pipeline infrastructure services company based in the United States. These businesses have been reflected in Quanta's consolidated financial statements as of their respective acquisition dates. The aggregate consideration for these acquisitions consisted of approximately \$57.5 million in cash, 1,927,113 shares of Quanta common stock valued at approximately \$37.3 million and the repayment of \$11.0 million in debt. These acquisitions allow Quanta to further expand its capabilities and scope of services internationally and in the United States. The financial results of these businesses are generally included in the corresponding segment.

In the first quarter of 2013, Quanta acquired a small electric power infrastructure services company. The results of operations related to this acquisition are not material and have been reflected in Quanta's condensed consolidated financial statements beginning as of the date of the acquisition.

During July 2013, Quanta acquired two businesses, including an energy infrastructure contractor that primarily provides pipeline construction and related services in Australia and an electric power infrastructure services contractor specializing in transmission, distribution and emergency restoration services in the Midwest and along the East Coast of the United States. See Note 11 for additional information regarding these two acquisitions.

Dispositions

On December 3, 2012, Quanta sold substantially all of its domestic telecommunications infrastructure services operations and related subsidiaries for net proceeds of approximately \$265.0 million. Accordingly, Quanta has presented the results of operations, financial position and cash flows of such telecommunications subsidiaries as discontinued operations for the 2012 periods presented in the accompanying consolidated financial statements.

Summarized financial information for discontinued operations is shown below (in thousands):

	Three Months Ended June 30, 2012	Six Months Ended June 30, 2012
Revenues	\$ 130,534	\$ 226,947
Income from discontinued operations before taxes	12,817	13,527
Provision for income taxes	(5,197)	(5,998)
Income from discontinued operations, net of taxes	<u>\$ 7,620</u>	<u>\$ 7,529</u>

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Principles of Consolidation

The consolidated financial statements of Quanta include the accounts of Quanta Services, Inc. and its wholly owned subsidiaries, which are also referred to as its operating units. The consolidated financial statements also include the accounts of certain of Quanta's investments in joint ventures, which are either consolidated or proportionately consolidated, as discussed in the following summary of significant accounting policies.

QUANTA SERVICES, INC. AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Investments in affiliated entities in which Quanta does not have a controlling financial interest, but over which Quanta has significant influence, usually because Quanta holds a voting interest of 20% to 50%, are accounted for using the equity method. All significant intercompany accounts and transactions have been eliminated in consolidation. Unless the context requires otherwise, references to Quanta include Quanta and its consolidated subsidiaries.

Interim Condensed Consolidated Financial Information

These unaudited condensed consolidated financial statements have been prepared pursuant to the rules of the Securities and Exchange Commission (SEC). Certain information and footnote disclosures, normally included in annual financial statements prepared in accordance with accounting principles generally accepted in the United States, have been condensed or omitted pursuant to those rules and regulations. Quanta believes that the disclosures made are adequate to make the information presented not misleading. In the opinion of management, all adjustments, consisting only of normal recurring adjustments, necessary to fairly state the financial position, results of operations, comprehensive income (loss) and cash flows with respect to the interim condensed consolidated financial statements have been included. The results of operations and comprehensive income (loss) for the interim periods are not necessarily indicative of the results for the entire fiscal year. The results of Quanta have historically been subject to significant seasonal fluctuations.

Quanta recommends that these unaudited condensed consolidated financial statements be read in conjunction with the audited consolidated financial statements and notes thereto of Quanta and its subsidiaries included in Quanta's Annual Report on Form 10-K for the year ended December 31, 2012, which was filed with the SEC on March 1, 2013, as amended by Amendment No. 1 thereto on Form 10-K/A, which was filed with the SEC on May 31, 2013.

Use of Estimates and Assumptions

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires the use of estimates and assumptions by management in determining the reported amounts of assets and liabilities, disclosures of contingent assets and liabilities known to exist as of the date the financial statements are published, and the reported amount of revenues and expenses recognized during the periods presented. Quanta reviews all significant estimates affecting its consolidated financial statements on a recurring basis and records the effect of any necessary adjustments prior to their publication. Judgments and estimates are based on Quanta's beliefs and assumptions derived from information available at the time such judgments and estimates are made. Uncertainties with respect to such estimates and assumptions are inherent in the preparation of financial statements. Estimates are primarily used in Quanta's assessment of the allowance for doubtful accounts, valuation of inventory, useful lives of assets, fair value assumptions in analyzing goodwill, other intangibles and long-lived asset impairments, equity and other investments, loan receivables, purchase price allocations, liabilities for self-insured and other claims, multi-employer pension plan withdrawal liabilities, revenue recognition for construction contracts and fiber optic licensing, share-based compensation, operating results of reportable segments, as well as the provision for income taxes and the calculation of uncertain tax positions.

Cash and Cash Equivalents

Quanta had cash and cash equivalents of \$363.1 million and \$394.7 million as of June 30, 2013 and December 31, 2012. Cash consisting of interest-bearing demand deposits is carried at cost, which approximates fair value. Quanta considers all highly liquid investments purchased with an original maturity of three months or

QUANTA SERVICES, INC. AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

less to be cash equivalents, which are carried at fair value. At June 30, 2013 and December 31, 2012, cash equivalents were \$186.0 million and \$92.5 million, which consisted primarily of money market mutual funds and are discussed further in “*Fair Value Measurements*” below. As of June 30, 2013 and December 31, 2012, cash and cash equivalents held in domestic bank accounts were approximately \$211.9 million and \$254.1 million, and cash and cash equivalents held in foreign bank accounts were approximately \$151.2 million and \$140.6 million.

Current and Long-Term Accounts and Notes Receivable and Allowance for Doubtful Accounts

Quanta provides an allowance for doubtful accounts when collection of an account or note receivable is considered doubtful, and receivables are written off against the allowance when deemed uncollectible. Inherent in the assessment of the allowance for doubtful accounts are certain judgments and estimates including, among others, the customer’s access to capital, the customer’s willingness or ability to pay, general economic and market conditions and the ongoing relationship with the customer. Quanta considers accounts receivable delinquent after 30 days but does not generally include delinquent accounts in its analysis of the allowance for doubtful accounts unless the accounts receivable have been outstanding for at least 90 days. In addition to balances that have been outstanding for 90 days or more, Quanta also includes accounts receivable balances that relate to customers in bankruptcy or with other known difficulties in its analysis of the allowance for doubtful accounts. Material changes in Quanta’s customers’ business or cash flows, which may be impacted by negative economic and market conditions, could affect Quanta’s ability to collect amounts due from them. As of June 30, 2013 and December 31, 2012, Quanta had total allowances for doubtful accounts of approximately \$5.3 million and \$5.4 million, all of which were included as a reduction of net current accounts receivable. Should customers experience financial difficulties or file for bankruptcy, or should anticipated recoveries relating to receivables in existing bankruptcies or other workout situations fail to materialize, Quanta could experience reduced cash flows and losses in excess of current allowances provided.

The balances billed but not paid by customers pursuant to retainage provisions in certain contracts are generally due upon completion of the contracts and acceptance by the customer. Based on Quanta’s experience with similar contracts in recent years, the majority of the retainage balances at each balance sheet date are expected to be collected within the next twelve months. Current retainage balances as of June 30, 2013 and December 31, 2012 were approximately \$211.7 million and \$180.6 million and are included in accounts receivable. Retainage balances with settlement dates beyond the next twelve months are included in other assets, net, and as of June 30, 2013 and December 31, 2012 were \$28.4 million and \$22.5 million.

Within accounts receivable, Quanta recognizes unbilled receivables in circumstances such as when revenues have been earned and recorded but the amount cannot be billed under the terms of the contract until a later date; costs have been incurred but are yet to be billed under cost-reimbursement type contracts; or amounts arise from routine lags in billing (for example, work completed one month but not billed until the next month). These balances do not include revenues accrued for work performed under fixed-price contracts as these amounts are recorded as costs and estimated earnings in excess of billings on uncompleted contracts. At June 30, 2013 and December 31, 2012, the balances of unbilled receivables included in accounts receivable were approximately \$165.3 million and \$127.5 million.

Goodwill and Other Intangibles

Quanta has recorded goodwill in connection with its historical acquisitions of companies. Upon acquisition, these companies have been either combined into one of Quanta’s existing operating units or managed on a stand-alone basis as an individual operating unit. Goodwill recorded in connection with these acquisitions is subject to an annual assessment for impairment, which Quanta performs at the operating unit level for each operating unit

QUANTA SERVICES, INC. AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

that carries a balance of goodwill. Each of Quanta's operating units is organized into one of three internal divisions: its Electric Power Division, its Natural Gas and Pipeline Division or its Fiber Optic Licensing Division. As most of the companies acquired by Quanta provide multiple types of services for multiple types of customers, these divisional designations are based on the predominant type of work performed by each operating unit at the point in time the divisional designation is made. Goodwill is required to be measured for impairment at the operating segment level or one level below the operating segment level for which discrete financial information is available, and Quanta has determined that its individual operating units represent its reporting units for the purpose of assessing goodwill impairments.

Quanta has the option to first assess qualitative factors to determine whether it is necessary to perform the two-step fair value-based impairment test described below. If Quanta believes that, as a result of its qualitative assessment, it is more likely than not that the fair value of a reporting unit is less than its carrying amount, the quantitative impairment test is required. Otherwise, no further testing is required. Quanta can choose to perform the qualitative assessment on none, some or all of its reporting units. Quanta can also bypass the qualitative assessment for any reporting unit in any period and proceed directly to step one of the impairment test, and then resume performing the qualitative assessment in any subsequent period. Qualitative indicators including deterioration in macroeconomic conditions, declining financial performance, or a sustained decrease in share price, among other things, may trigger the need for annual or interim impairment testing of goodwill associated with one or all of the reporting units.

Quanta's goodwill impairment assessment is performed at year-end, or more frequently if events or circumstances arise which indicate that goodwill may be impaired. For instance, a decrease in Quanta's market capitalization below book value, a significant change in business climate or loss of a significant customer, as well as the qualitative indicators referenced above, may trigger the need for interim impairment testing of goodwill for one or all of its reporting units. The first step of the two-step fair value-based test involves comparing the fair value of each of Quanta's reporting units with its carrying value, including goodwill. If the carrying value of the reporting unit exceeds its fair value, the second step is performed. The second step compares the carrying amount of the reporting unit's goodwill to the implied fair value of its goodwill. If the implied fair value of goodwill is less than the carrying amount, an impairment loss would be recorded as a reduction to goodwill with a corresponding charge to operating expense.

Quanta determines the fair value of its reporting units using a weighted combination of the discounted cash flow, market multiple and market capitalization valuation approaches, with heavier weighting on the discounted cash flow method, as in management's opinion, this method currently results in the most accurate calculation of a reporting unit's fair value. Determining the fair value of a reporting unit requires judgment and the use of significant estimates and assumptions. Such estimates and assumptions include revenue growth rates, operating margins, discount rates, weighted average costs of capital and future market conditions, among others. Quanta believes the estimates and assumptions used in its impairment assessments are reasonable and based on available market information, but variations in any of the assumptions could result in materially different calculations of fair value and determinations of whether or not an impairment is indicated.

Under the discounted cash flow method, Quanta determines fair value based on the estimated future cash flows of each reporting unit, discounted to present value using risk-adjusted industry discount rates, which reflect the overall level of inherent risk of a reporting unit and the rate of return an outside investor would expect to earn. Cash flow projections are derived from budgeted amounts and operating forecasts (typically a two-year model) plus an estimate of later period cash flows, all of which are evaluated by management. Subsequent period cash flows are developed for each reporting unit using growth rates that management believes are reasonably likely to occur, along with a terminal value derived from the reporting unit's earnings before interest, taxes,

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depreciation and amortization (EBITDA). The EBITDA multiples for each reporting unit are based on trailing twelve-month comparable industry data.

Under the market multiple and market capitalization approaches, Quanta determines the estimated fair value of each of its reporting units by applying transaction multiples to each reporting unit's projected EBITDA and then averaging that estimate with similar historical calculations using either a one, two or three year average. For the market capitalization approach, Quanta adds a reasonable control premium, which is estimated as the premium that would be received in a sale of the reporting unit in an orderly transaction between market participants.

For recently acquired reporting units, a step one impairment test may indicate an implied fair value that is substantially similar to the reporting unit's carrying value. Such similarities in value are generally an indication that management's estimates of future cash flows associated with the recently acquired reporting unit remain relatively consistent with the assumptions that were used to derive its initial fair value.

During the fourth quarter of 2012, a two-step fair-value based goodwill impairment analysis was performed for each of Quanta's reporting units, and no reporting units were evaluated solely on a qualitative basis. The analysis indicated that the implied fair value of each of Quanta's reporting units, other than recently acquired reporting units, was substantially in excess of its carrying value. Following the analysis, management concluded that no impairment was indicated at any reporting unit. As discussed generally above, when evaluating the 2012 step one impairment test results, management considered many factors in determining whether or not an impairment of goodwill for any reporting unit was reasonably likely to occur in future periods, including future market conditions and the economic environment in which Quanta's reporting units were operating. Additionally, management considered the sensitivity of its fair value estimates to changes in certain valuation assumptions and, after giving consideration to at least a 10% decrease in the fair value of each of Quanta's reporting units, the results of the assessment at December 31, 2012 did not change. However, circumstances such as market declines, unfavorable economic conditions, the loss of a major customer or other factors could impact the valuation of goodwill in future periods.

Quanta's intangible assets include customer relationships, backlog, trade names, non-compete agreements, patented rights and developed technology, all subject to amortization, along with other intangible assets not subject to amortization. The value of customer relationships is estimated as of the date a business is acquired based on the value-in-use concept utilizing the income approach, specifically the excess earnings method. The excess earnings analysis consists of discounting to present value the projected cash flows attributable to the customer relationships, with consideration given to customer contract renewals, the importance or lack thereof of existing customer relationships to Quanta's business plan, income taxes and required rates of return. Quanta values backlog for acquired businesses as of the acquisition date based upon the contractual nature of the backlog within each service line, using the income approach to discount back to present value the cash flows attributable to the backlog. The value of trade names is estimated using the relief-from-royalty method of the income approach. This approach is based on the assumption that in lieu of ownership, a company would be willing to pay a royalty in order to exploit the related benefits of this intangible asset.

Quanta amortizes intangible assets based upon the estimated consumption of the economic benefits of each intangible asset, or on a straight-line basis if the pattern of economic benefits consumption cannot otherwise be reliably estimated. Intangible assets subject to amortization are reviewed for impairment and are tested for recoverability whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. For instance, a significant change in business climate or a loss of a significant customer, among other things, may trigger the need for interim impairment testing of intangible assets. An impairment loss would

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be recognized if the carrying amount of an intangible asset is not recoverable and its carrying amount exceeds its fair value.

Investments in Affiliates and Other Entities

In the normal course of business, Quanta enters into various types of investment arrangements, each having unique terms and conditions. These investments may include equity interests held by Quanta in business entities, including general or limited partnerships, contractual joint ventures, or other forms of equity participation. These investments may also include Quanta's participation in different finance structures such as the extension of loans to project specific entities, the acquisition of convertible notes issued by project specific entities, or other strategic financing arrangements. Quanta determines whether such investments involve a variable interest entity (VIE) based on the characteristics of the subject entity. If the entity is determined to be a VIE, then management determines if Quanta is the primary beneficiary of the entity and whether or not consolidation of the VIE is required. The primary beneficiary consolidating the VIE must normally have both (i) the power to direct the activities of a VIE that most significantly affect the VIE's economic performance and (ii) the obligation to absorb losses of the VIE or the right to receive benefits from the VIE, in either case that could potentially be significant to the VIE. When Quanta is deemed to be the primary beneficiary, the VIE is consolidated and the other party's equity interest in the VIE is accounted for as a noncontrolling interest. In cases where Quanta determines that it has an undivided interest in the assets, liabilities, revenues and profits of an unincorporated VIE (e.g., a general partnership interest), such amounts are consolidated on a basis proportional to Quanta's ownership interest in the unincorporated entity.

Investments in entities of which Quanta is not the primary beneficiary, but over which Quanta has the ability to exercise significant influence, are accounted for using the equity method of accounting. Quanta's share of net income or losses from unconsolidated equity investments is included in equity in earnings of unconsolidated affiliates in the consolidated statements of operations when applicable. Equity investments are reviewed for impairment by assessing whether any decline in the fair value of the investment below the carrying value is other than temporary. In making this determination, factors such as the ability to recover the carrying amount of the investment and the inability of the investee to sustain an earnings capacity are evaluated in determining whether a loss in value should be recognized. Any impairment losses would be recognized in other expense. Equity method investments are carried at original cost and are included in other assets, net in the consolidated balance sheet and are adjusted for Quanta's proportionate share of the investees' income, losses and distributions.

Quanta holds an equity ownership interest of approximately 31% in Howard Midstream Energy Partners, LLC (HEP). HEP is engaged in the business of owning, operating and constructing midstream plant and pipeline assets in the natural gas and oil pipeline industry. Quanta accounts for this investment using the equity method of accounting. During the first half of 2013, Quanta invested an additional \$8.9 million, along with other HEP members, primarily to provide capital for planned midstream expansion projects. The carrying value of Quanta's investment in HEP was approximately \$99.4 million and \$90.5 million at June 30, 2013 and December 31, 2012.

Revenue Recognition

Infrastructure Services — Through its Electric Power Infrastructure Services and Natural Gas and Pipeline Infrastructure Services segments, Quanta designs, installs and maintains networks for customers in the electric power and natural gas and oil pipeline industries. These services may be provided pursuant to master service agreements, repair and maintenance contracts and fixed price and non-fixed price installation contracts. Pricing under these contracts may be competitive unit price, cost-plus/hourly (or time and materials basis) or fixed price (or lump sum basis), and the final terms and prices of these contracts are frequently negotiated with the customer.

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Under unit-based contracts, the utilization of an output-based measurement is appropriate for revenue recognition. Under these contracts, Quanta recognizes revenue as units are completed based on pricing established between Quanta and the customer for each unit of delivery, which best reflects the pattern in which the obligation to the customer is fulfilled. Under cost-plus/hourly and time and materials type contracts, Quanta recognizes revenue on an input basis, as labor hours are incurred and services are performed.

Revenues from fixed price contracts are recognized using the percentage-of-completion method, measured by the percentage of costs incurred to date to total estimated costs for each contract. These contracts provide for a fixed amount of revenues for the entire project. Such contracts provide that the customer accept completion of progress to date and compensate Quanta for services rendered, which may be measured in terms of units installed, hours expended or some other measure of progress. Contract costs include all direct materials, labor and subcontract costs and those indirect costs related to contract performance, such as indirect labor, supplies, tools, repairs and depreciation costs. Much of the material associated with Quanta's work is owner-furnished and is therefore not included in contract revenues and costs. The cost estimation process is based on professional knowledge and experience of Quanta's engineers, project managers and financial professionals. Changes in job performance, job conditions and final contract settlements are factors that influence management's assessment of total contract value and the total estimated costs to complete those contracts and therefore Quanta's profit recognition. Changes in these factors may result in revisions to costs and income, and their effects are recognized in the period in which the revisions are determined. These factors are routinely evaluated on a project by project basis throughout the project term, and the impact of corresponding revisions in management's estimates of contract value, contract cost and contract profit are recorded as necessary in the period in which the revisions are determined. Provisions for losses on uncompleted contracts are made in the period in which such losses are determined to be probable and the amount can be reasonably estimated. Quanta's operating results for the six months ended June 30, 2013 were impacted by less than five percent as a result of changes in contract estimates related to projects that were in progress at December 31, 2012.

Quanta may incur costs subject to change orders, whether approved or unapproved by the customer, and/or claims related to certain contracts. Quanta determines the probability that such costs will be recovered based upon evidence such as past practices with the customer, specific discussions or preliminary negotiations with the customer or verbal approvals. Quanta treats items as a cost of contract performance in the period incurred if it is not probable that the costs will be recovered or will recognize revenue if it is probable that the contract price will be adjusted and can be reliably estimated. As of June 30, 2013 and December 31, 2012, Quanta had approximately \$252.0 million and \$205.0 million of change orders and/or claims that had been included as contract price adjustments on certain contracts which were in the process of being negotiated in the normal course of business. The June 30, 2013 and December 31, 2012 balances of recognized change orders and claims were primarily impacted by one project that incurred delays during the early part of the construction phase and was later accelerated by the customer, resulting in a significant change order. Revenues associated with this change order were accrued and recognized as a component of costs and estimated earnings in excess of billings on uncompleted contracts. The contract with this customer was for electric power infrastructure services, and was reported in Quanta's Electric Power Infrastructure Services segment. During the second quarter of 2013 Quanta engaged in formal discussions with the customer regarding this change order pursuant to an agreed structured negotiation process and further responded to the customer's requests for additional documentation. Quanta currently expects this stage of the process to continue into the fourth quarter of 2013. The aggregate contract price adjustments discussed above represent management's best estimate of additional contract revenues which have been earned and which management believes are probable of collection. The amounts ultimately realized by Quanta upon final acceptance by its customers could be higher or lower than such estimated amounts; however, Quanta does not believe the resolution of these matters will have a material adverse effect on Quanta's consolidated financial position, results of operations or cash flows.

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The current asset “Costs and estimated earnings in excess of billings on uncompleted contracts” represents revenues recognized in excess of amounts billed for fixed price contracts. The current liability “Billings in excess of costs and estimated earnings on uncompleted contracts” represents billings in excess of revenues recognized for fixed price contracts.

Fiber Optic Licensing — The fiber optic licensing business constructs and licenses the right to use fiber optic telecommunications facilities to its customers pursuant to licensing agreements, typically with terms from five to twenty-five years, inclusive of certain renewal options. Under those agreements, customers are provided the right to use a portion of the capacity of a fiber optic facility, with the facility owned and maintained by Quanta. Revenues, including any initial fees or advance billings, are recognized ratably over the expected length of the agreements, including probable renewal periods. As of June 30, 2013 and December 31, 2012, initial fees and advance billings on these licensing agreements not yet recorded in revenue were \$47.3 million and \$46.4 million and are recognized as deferred revenue, with \$38.3 million and \$37.7 million considered to be long-term and included in other non-current liabilities. Minimum future licensing revenues expected to be recognized by Quanta pursuant to these agreements at June 30, 2013 are as follows (in thousands):

Year Ending December 31 —	<u>Minimum Future Licensing Revenues</u>
Remainder of 2013	\$ 44,071
2014	69,295
2015	46,209
2016	36,700
2017	28,274
Thereafter	137,119
Fixed non-cancelable minimum licensing revenues	<u>\$ 361,668</u>

Income Taxes

Quanta follows the liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are recorded for future tax consequences of temporary differences between the financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that are expected to be in effect when the underlying assets or liabilities are recovered or settled.

Quanta regularly evaluates valuation allowances established for deferred tax assets for which future realization is uncertain. The estimation of required valuation allowances includes estimates of future taxable income. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Quanta considers projected future taxable income and tax planning strategies in making this assessment. If actual future taxable income differs from these estimates, Quanta may not realize deferred tax assets to the extent estimated.

Quanta records reserves for income taxes related to certain tax positions in those instances where Quanta considers it more likely than not that additional taxes may be due in excess of amounts reflected on income tax returns filed. When recording reserves for expected tax consequences of uncertain positions, Quanta assumes that taxing authorities have full knowledge of the position and all relevant facts. Quanta continually reviews exposure to additional tax obligations, and as further information is known or events occur, changes in tax reserves may be recorded. To the extent interest and penalties may be assessed by taxing authorities on any underpayment of income tax, such amounts have been accrued and are classified in the provision for income taxes.

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As of June 30, 2013, the total amount of unrecognized tax benefits relating to uncertain tax positions was \$55.7 million, an increase from December 31, 2012 of \$4.5 million. This increase in unrecognized tax benefits primarily relates to tax positions expected to be taken for 2013. Certain subsidiaries are under examination by various state and Canadian tax authorities for multiple periods. Quanta believes that it is reasonably possible that within the next 12 months unrecognized tax benefits may decrease up to \$11.5 million as a result of settlements of these audits or as a result of the expiration of certain statutes of limitations.

The income tax laws and regulations are voluminous and are often ambiguous. As such, Quanta is required to make many subjective assumptions and judgments regarding its tax positions that could materially affect amounts recognized in its future consolidated balance sheets, statements of operations and comprehensive income.

Earnings Per Share

Basic earnings per share is computed using the weighted average number of common shares outstanding during the period, and diluted earnings per share is computed using the weighted average number of common shares outstanding during the period adjusted for all potentially dilutive common stock equivalents, except in cases where the effect of the common stock equivalent would be antidilutive.

Collective Bargaining Agreements

Several of Quanta's operating units are parties to various collective bargaining agreements with unions that represent certain of their employees. The collective bargaining agreements expire at various times and have typically been renegotiated and renewed on terms similar to those in the expiring agreements. The agreements require the operating units to pay specified wages, provide certain benefits to their union employees and contribute certain amounts to multi-employer pension plans and employee benefit trusts. Quanta's multi-employer pension plan contribution rates generally are specified in the collective bargaining agreements (usually on an annual basis), and contributions are made to the plans on a "pay-as-you-go" basis based on its union employee payrolls, which cannot be determined for future periods because the location and number of union employees that Quanta employs at any given time and the plans in which they may participate vary depending on the projects Quanta has ongoing at any time and the need for union resources in connection with those projects.

Stock-Based Compensation

Quanta recognizes compensation expense for restricted stock and restricted stock units (RSUs) to be settled in stock based on the fair value of the awards granted, net of estimated forfeitures, at the date of grant. The fair value of restricted stock awards and RSUs to be settled in stock is determined based on the number of shares or RSUs granted and the closing price of Quanta's common stock on the date of grant. An estimate of future forfeitures is required in determining the period expense. Quanta uses historical data to estimate the forfeiture rate; however, these estimates are subject to change and may impact the value that will ultimately be realized as compensation expense. The resulting compensation expense from discretionary awards is recognized on a straight-line basis over the requisite service period, which is generally the vesting period, while compensation expense from performance-based awards is recognized using the graded vesting method over the requisite service period. Restricted stock awards and RSUs to be settled in stock are subject to forfeiture, restrictions on transfer and certain other conditions until vesting. During the restriction period, holders of restricted stock are entitled to vote and receive dividends on such shares. The cash flows resulting from the tax deductions in excess of the compensation expense recognized for restricted stock, RSUs to be settled in stock and stock options (excess tax benefit) are classified as financing cash flows.

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Compensation expense associated with liability based awards, such as RSUs that are expected to be settled in cash, is recognized based on a remeasurement of the fair value of the award at the end of each reporting period. RSUs to be settled in cash granted by Quanta under the Plans are intended to provide plan participants with cash performance incentives that are substantially equivalent to the risks and rewards of equity ownership in Quanta. RSUs to be settled in cash vest over a designated period, typically three years, and are subject to forfeiture under certain conditions, primarily termination of service. Upon vesting of RSUs to be settled in cash, the holders receive for each vested RSU an amount in cash equal to the fair market value on the vesting date of one share of Quanta common stock, as specified in the applicable award agreement.

Functional Currency and Translation of Financial Statements

The U.S. dollar is the functional currency for the majority of Quanta's operations, which are primarily located within the United States. The functional currency for Quanta's foreign operations, which are primarily located in Canada, is typically the currency of the country in which the foreign operating unit is located. Generally, the currency in which the operating unit transacts a majority of its activities, including billings, financing, payroll and other expenditures, would be considered the functional currency. Under the relevant accounting guidance, the treatment of foreign currency translation gains or losses is dependent upon management's determination of the functional currency of each operating unit, which involves consideration of all relevant economic facts and circumstances affecting the operating unit. In preparing the consolidated financial statements, Quanta translates the financial statements of its foreign operating units from their functional currency into U.S. dollars. Statements of operations, comprehensive income (loss) and cash flows are translated at average monthly rates, while balance sheets are translated at the month-end exchange rates. The translation of the balance sheets at the month-end exchange rates results in translation gains or losses. If transactions are denominated in the operating units' functional currency, the translation gains and losses are included as a separate component of equity under the caption "Accumulated other comprehensive income (loss)." If transactions are not denominated in the operating units' functional currency, the translation gains and losses are included within the statement of operations.

Comprehensive Income

Components of comprehensive income include all changes in equity during a period except those resulting from changes in Quanta's capital related accounts. Quanta records other comprehensive income (loss), net of tax, for foreign currency translation adjustments related to its foreign operations and for other revenues, expenses, gains and losses that are included in comprehensive income, but excluded from net income.

Litigation Costs and Reserves

Quanta records reserves when it is probable that a liability has been incurred and the amount of loss can be reasonably estimated. Costs incurred for litigation are expensed as incurred. Further details are presented in Note 9.

Fair Value Measurements

The carrying values of cash equivalents, accounts receivable, accounts payable and accrued expenses approximate fair value due to the short-term nature of these instruments. For disclosure purposes, qualifying assets and liabilities are categorized into three broad levels based on the priority of the inputs used to determine their fair values. The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). All of Quanta's cash equivalents were

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categorized as Level 1 assets at June 30, 2013 and December 31, 2012, as all values were based on unadjusted quoted prices for identical assets in an active market that Quanta has the ability to access.

In connection with Quanta's acquisitions, identifiable intangible assets acquired include goodwill, backlog, customer relationships, trade names, covenants not-to-compete, patented rights and developed technology. Quanta utilizes the fair value premise as the primary basis for its valuation procedures, which is a market-based approach to determine the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. Quanta periodically engages the services of an independent valuation firm when a new business is acquired to assist management with this valuation process, including assistance with the selection of appropriate valuation methodologies and the development of market-based valuation assumptions. Based on these considerations, management utilizes various valuation methods, including an income approach, a market approach and a cost approach, to determine the fair value of intangible assets acquired based on the appropriateness of each method in relation to the type of asset being valued. The assumptions used in these valuation methods are analyzed and compared, where possible, to available market data, such as industry-based weighted average costs of capital and discount rates, trade name royalty rates, public company valuation multiples and recent market acquisition multiples. The level of inputs used for these fair value measurements is the lowest level (Level 3). Quanta believes that these valuation methods appropriately represent the methods that would be used by other market participants in determining fair value.

Quanta uses fair value measurements on a routine basis in its assessment of assets classified as goodwill, other intangible assets and long-lived assets held and used. In accordance with its annual impairment test during the quarter ended December 31, 2012, the carrying amounts of such assets, including goodwill, were compared to their fair values. The inputs used for fair value measurements for goodwill, other intangible assets and long-lived assets held and used are the lowest level (Level 3) inputs, and Quanta uses the assistance of third party specialists to develop valuation assumptions.

Quanta also uses fair value measurements in connection with the valuation of its investments in private company equity interests and financing instruments. These valuations require significant management judgment due to the absence of quoted market prices, the inherent lack of liquidity and the long-term nature of such assets. Typically, the initial costs of these investments are considered to represent fair market value, as such amounts are negotiated between willing market participants. On a quarterly basis, Quanta performs an evaluation of its investments to determine if an other-than-temporary decline in the value of each investment has occurred and whether the recorded amount of each investment will be realizable. If an other-than-temporary decline in the value of an investment occurs, a fair value analysis would be performed to determine the degree to which the investment was impaired and a corresponding charge to earnings would be recorded during the period. These types of fair market value assessments are similar to other nonrecurring fair value measures used by Quanta, which include the use of significant judgment and available relevant market data. Such market data may include observations of the valuation of comparable companies, risk adjusted discount rates and an evaluation of the expected performance of the underlying portfolio asset, including historical and projected levels of profitability or cash flows. In addition, a variety of additional factors will be reviewed by management, including, but not limited to, contemporaneous financing and sales transactions with third parties, changes in market outlook and the third-party financing environment.

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3. NEW ACCOUNTING PRONOUNCEMENTS:

Adoption of New Accounting Pronouncements

On January 1, 2013, Quanta adopted an update that gives entities an option to first assess qualitative factors to determine whether the existence of events and circumstances indicate that it is more likely than not that its indefinite-lived intangible assets are impaired. If, based on its qualitative assessment, an entity concludes that it is more likely than not that the fair value of its indefinite-lived intangible assets is less than their carrying amount, quantitative impairment testing is required. However, if an entity concludes otherwise, quantitative impairment testing is not required. The adoption of this standard did not have a material effect on Quanta's consolidated financial statements.

Accounting Standards Not Yet Adopted

There were no significant accounting pronouncements issued but not yet adopted as of June 30, 2013.

4. GOODWILL AND OTHER INTANGIBLE ASSETS:

A summary of changes in Quanta's goodwill is as follows (in thousands):

	<u>Electric Power Division</u>	<u>Natural Gas and Pipeline Division</u>	<u>Fiber Optic Licensing Division</u>	<u>Total</u>
Goodwill balance at December 31, 2012	\$ 1,065,152	\$ 137,703	\$ 334,790	\$1,537,645
Goodwill acquired during 2013	1,052	—	—	1,052
Foreign currency translation related to goodwill	(7,490)	(1,069)	—	(8,559)
Goodwill balance at June 30, 2013	<u>\$ 1,058,714</u>	<u>\$ 136,634</u>	<u>\$ 334,790</u>	<u>\$1,530,138</u>

As described in Note 2, Quanta's operating units are organized into one of Quanta's three internal divisions and, accordingly, Quanta's goodwill associated with each of its operating units has been aggregated on a divisional basis and reported in the table above. These divisions are closely aligned with Quanta's reportable segments based on the predominant type of work performed by the operating units within the divisions. From time to time, operating units may be reorganized among Quanta's internal divisions, as Quanta periodically re-evaluates strategies to better align its operations as business environments evolve.

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Activity in Quanta’s intangible assets consists of the following (in thousands):

	As of December 31, 2012		Six Months Ended June 30, 2013			As of June 30, 2013	
	Intangible Assets	Accumulated Amortization	Amortization Expense	Additions	Foreign Currency Adjustments	Intangible Assets, Net	Remaining Weighted Average Amortization Period in Years
Customer relationships	\$ 170,465	\$ (47,777)	\$ (5,601)	\$ 483	\$ (1,891)	\$ 115,679	10.7
Backlog	126,057	(119,068)	(1,999)	393	(23)	5,360	2.1
Trade names	32,559	(3,014)	(541)	—	(317)	28,687	26.7
Non-compete agreements	27,406	(20,706)	(1,173)	44	(199)	5,372	2.8
Patented rights and developed technology	20,931	(7,517)	(1,066)	—	(75)	12,273	6.5
Total intangible assets subject to amortization	377,418	(198,082)	(10,380)	920	(2,505)	167,371	12.6
Other intangible assets not subject to amortization	4,500	—	—	—	—	4,500	N/A
Total intangible assets	<u>\$ 381,918</u>	<u>\$ (198,082)</u>	<u>\$ (10,380)</u>	<u>\$ 920</u>	<u>\$ (2,505)</u>	<u>\$ 171,871</u>	N/A

Amortization expense for intangible assets was \$5.1 million and \$9.3 million for the three months ended June 30, 2013 and 2012 and \$10.4 million and \$18.5 million for the six months ended June 30, 2013 and 2012. The estimated future aggregate amortization expense of intangible assets as of June 30, 2013 is set forth below (in thousands):

For the Fiscal Year Ending December 31 —	
Remainder of 2013	\$ 9,992
2014	18,209
2015	15,813
2016	14,970
2017	14,004
Thereafter	94,383
Total	<u>\$ 167,371</u>

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5. PER SHARE INFORMATION:

Basic earnings per share is computed using the weighted average number of common shares outstanding during the period, and diluted earnings per share is computed using the weighted average number of common shares outstanding during the period adjusted for all potentially dilutive common stock equivalents, except in cases where the effect of the common stock equivalent would be antidilutive. The amounts used to compute the basic and diluted earnings per share for the three and six months ended June 30, 2013 and 2012 are illustrated below (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
AMOUNTS ATTRIBUTABLE TO COMMON STOCK:				
Net income from continuing operations	\$ 70,237	\$ 57,918	\$ 142,318	\$ 103,716
Net income from discontinued operations	—	7,620	—	7,529
Net income attributable to common stock	<u>\$ 70,237</u>	<u>\$ 65,538</u>	<u>\$ 142,318</u>	<u>\$ 111,245</u>
WEIGHTED AVERAGE SHARES:				
Weighted average shares outstanding for basic earnings per share	214,314	212,987	213,833	212,244
Effect of dilutive stock options	54	100	53	98
Weighted average shares outstanding for diluted earnings per share	<u>214,368</u>	<u>213,087</u>	<u>213,886</u>	<u>212,342</u>

For purposes of calculating diluted earnings per share, there were no adjustments required to derive Quanta's net income attributable to common stock. For the three and six months ended June 30, 2013 and 2012, a nominal number of stock options were excluded from the computation of diluted earnings per share because the exercise prices of the stock options were greater than the average market price of Quanta's common stock. The outstanding exchangeable shares of a Canadian subsidiary of Quanta that were issued pursuant to the acquisition of Valard Construction LP and certain of its affiliated entities (Valard) on October 25, 2010, which are exchangeable on a one-for-one basis with shares of Quanta common stock, are included in weighted average shares outstanding for basic and diluted earnings per share for the three and six months ended June 30, 2013 and 2012.

6. DEBT OBLIGATIONS:

Credit Facility

Quanta has a credit agreement with various lenders that provides for a \$700.0 million senior secured revolving credit facility maturing on August 2, 2016. Up to \$100.0 million of the facility is available for revolving loans and letters of credit in certain alternative currencies in addition to the U.S. dollar. Borrowings under the credit agreement are to be used to refinance existing indebtedness and for working capital, capital expenditures and other general corporate purposes.

As of June 30, 2013, Quanta had approximately \$179.2 million of letters of credit issued and no outstanding borrowings under the credit facility. The remaining \$520.8 million was available for borrowings or issuing new letters of credit.

Amounts borrowed under the credit agreement in U.S. dollars bear interest, at Quanta's option, at a rate equal to either (a) the Eurocurrency Rate (as defined in the credit agreement) plus 1.25% to 2.50%, as determined

QUANTA SERVICES, INC. AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

based on Quanta's Consolidated Leverage Ratio (as described below), plus, if applicable, any Mandatory Cost (as defined in the credit agreement) required to compensate lenders for the cost of compliance with certain European regulatory requirements, or (b) the Base Rate (as described below) plus 0.25% to 1.50%, as determined based on Quanta's Consolidated Leverage Ratio. Amounts borrowed under the credit agreement in any currency other than U.S. dollars bear interest at a rate equal to the Eurocurrency Rate plus 1.25% to 2.50%, as determined based on Quanta's Consolidated Leverage Ratio, plus, if applicable, any Mandatory Cost. Standby letters of credit issued under the credit agreement are subject to a letter of credit fee of 1.25% to 2.50%, based on Quanta's Consolidated Leverage Ratio, and Performance Letters of Credit (as defined in the credit agreement) issued under the credit agreement in support of certain contractual obligations are subject to a letter of credit fee of 0.75% to 1.50%, based on Quanta's Consolidated Leverage Ratio. Quanta is also subject to a commitment fee of 0.20% to 0.45%, based on Quanta's Consolidated Leverage Ratio, on any unused availability under the credit agreement. The Consolidated Leverage Ratio is the ratio of Quanta's total funded debt to Consolidated EBITDA (as defined in the credit agreement). For purposes of calculating both the Consolidated Leverage Ratio and the maximum senior debt to Consolidated EBITDA ratio discussed below, total funded debt and total senior debt are reduced by all unrestricted cash and Cash Equivalents (as defined in the credit agreement) held by Quanta in excess of \$25.0 million. The Base Rate equals the highest of (i) the Federal Funds Rate (as defined in the credit agreement) plus 1/2 of 1%, (ii) Bank of America's prime rate and (iii) the Eurocurrency Rate plus 1.00%.

Subject to certain exceptions, the credit agreement is secured by substantially all of the assets of Quanta and its wholly owned U.S. subsidiaries, and by a pledge of all of the capital stock of Quanta's wholly owned U.S. subsidiaries and 65% of the capital stock of the direct foreign subsidiaries of Quanta or its wholly owned U.S. subsidiaries. Quanta's wholly owned U.S. subsidiaries also guarantee the repayment of all amounts due under the credit agreement. Subject to certain conditions, at any time Quanta maintains a corporate credit rating that is BBB- (stable) or higher by Standard & Poor's Rating Services and a corporate family rating that is Baa3 (stable) or higher by Moody's Investors Services, all collateral will be automatically released from these liens.

The credit agreement contains certain covenants, including a maximum Consolidated Leverage Ratio and a minimum interest coverage ratio, in each case as specified in the credit agreement. The credit agreement also contains a maximum senior debt to Consolidated EBITDA ratio, as specified in the credit agreement, which will be in effect at any time that the collateral securing the credit agreement has been and remains released. The credit agreement limits certain acquisitions, mergers and consolidations, indebtedness, capital expenditures, asset sales and prepayments of indebtedness and, subject to certain exceptions, prohibits liens on assets. The credit agreement also includes limits on the payment of dividends and stock repurchase programs in any fiscal year except those payments or other distributions payable solely in capital stock. As of June 30, 2013, Quanta was in compliance with all of the covenants in the credit agreement.

The credit agreement provides for customary events of default and includes cross-default provisions with Quanta's underwriting, continuing indemnity and security agreement with its sureties and all of Quanta's other debt instruments exceeding \$30.0 million in borrowings or availability. If an event of default (as defined in the credit agreement) occurs and is continuing, on the terms and subject to the conditions set forth in the credit agreement, amounts outstanding under the credit agreement may be accelerated and may become or be declared immediately due and payable.

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NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

7. EQUITY:

Exchangeable Shares and Series F Preferred Stock

In connection with the acquisition of Valard on October 25, 2010, certain former owners of Valard received exchangeable shares of a Canadian subsidiary of Quanta which may be exchanged at the option of the holder for Quanta common stock on a one-for-one basis. The holders of exchangeable shares can make an exchange only once in any calendar quarter and must exchange a minimum of either 50,000 shares or, if less, the total number of remaining exchangeable shares registered in the name of the holder making the request. Quanta also issued one share of Quanta Series F preferred stock to a voting trust on behalf of the holders of the exchangeable shares. The Series F preferred stock provides the holders of the exchangeable shares voting rights in Quanta common stock equivalent to the number of exchangeable shares outstanding at any time. The combination of the exchangeable shares and the share of Series F preferred stock gives the holders of the exchangeable shares rights equivalent to Quanta common stockholders with respect to dividends, voting and other economic rights. On March 26, 2013, 409,110 exchangeable shares were exchanged for Quanta common stock.

Treasury Stock

Under the stock incentive plans described in Note 8, the tax withholding obligations of employees upon vesting of restricted stock awards and RSUs to be settled in common stock are typically satisfied by Quanta making such tax payments and withholding a number of vested shares having a value on the date of vesting equal to the tax withholding obligation. As a result, Quanta withheld 372,015 and 286,954 shares of Quanta common stock during the six months ended June 30, 2013 and 2012, with a total market value of \$11.9 million and \$6.1 million, in each case for settlement of employee tax liabilities. These shares and the related cost to acquire them were accounted for as an adjustment to the balance of treasury stock.

Noncontrolling Interests

Quanta holds investments in several joint ventures that provide infrastructure services under specific customer contracts. Each joint venture is owned equally by its members. Quanta has determined that certain of these joint ventures are variable interest entities, with Quanta providing the majority of the infrastructure services to the joint venture, which management believes most significantly influences the economic performance of the joint venture. Management has concluded that Quanta is the primary beneficiary of each of these joint ventures and has accounted for each on a consolidated basis. The other parties' equity interests in these joint ventures have been accounted for as a noncontrolling interest in the condensed consolidated financial statements. Income attributable to the other joint venture members has been accounted for as a reduction of reported net income attributable to common stock in the amount of \$4.5 million and \$4.3 million for the three months ended June 30, 2013 and 2012 and \$9.3 million and \$8.5 million for the six months ended June 30, 2013 and 2012. Equity in the consolidated assets and liabilities of these joint ventures that is attributable to the other joint venture members has been accounted for as a component of noncontrolling interests within total equity in the accompanying balance sheets.

The carrying value of the investments held by Quanta in all of its variable interest entities was approximately \$5.3 million and \$5.4 million at June 30, 2013 and December 31, 2012. The carrying value of investments held by the noncontrolling interests in these variable interest entities at June 30, 2013 and December 31, 2012 was \$5.3 million and \$5.4 million. During the three months ended June 30, 2013 and 2012, distributions to noncontrolling interests were \$3.9 million and \$3.7 million. During the six months ended June 30, 2013 and 2012, distributions to noncontrolling interests were \$9.3 million and \$6.2 million. There were no other changes in equity as a result of transfers to/from the noncontrolling interests during the six months ended June 30, 2013 or 2012. See Note 9 for further disclosures related to Quanta's joint venture arrangements.

QUANTA SERVICES, INC. AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

8. EQUITY-BASED COMPENSATION:

Stock Incentive Plans

On May 19, 2011, Quanta's stockholders approved the Quanta Services, Inc. 2011 Omnibus Equity Incentive Plan (the 2011 Plan). The 2011 Plan provides for the award of non-qualified stock options, incentive (qualified) stock options (ISOs), stock appreciation rights, restricted stock, RSUs, stock bonus awards, performance compensation awards (including cash bonus awards) or any combination of the foregoing. The purpose of the 2011 Plan is to provide participants with additional performance incentives by increasing their proprietary interest in Quanta. Employees, directors, officers, consultants or advisors of Quanta or its affiliates are eligible to participate in the 2011 Plan, as are prospective employees, directors, officers, consultants or advisors of Quanta who have agreed to serve Quanta in those capacities. An aggregate of 11,750,000 shares of Quanta common stock may be issued pursuant to awards granted under the 2011 Plan.

Additionally, pursuant to the Quanta Services, Inc. 2007 Stock Incentive Plan (the 2007 Plan), which was adopted on May 24, 2007, Quanta may award restricted stock, incentive stock options and non-qualified stock options to eligible employees, directors, and certain consultants and advisors. An aggregate of 4,000,000 shares of common stock may be issued pursuant to awards granted under the 2007 Plan. Quanta also has a Restricted Stock Unit Plan (the RSU Plan), pursuant to which RSUs may be awarded to certain employees and consultants of Quanta's Canadian operations.

Equity awards also remain outstanding under a prior plan adopted by Quanta, as well as under plans assumed by Quanta in connection with its acquisition of InfraSource Services, Inc. in 2007. While no further awards may be made under these plans, the awards outstanding under the plans continue to be governed by their terms. These plans, together with the 2011 Plan, the 2007 Plan and the RSU Plan, are referred to as the Plans.

Restricted Stock and Restricted Stock Units To Be Settled in Common Stock

During each of the three months ended June 30, 2013 and 2012, Quanta granted 0.1 million shares of restricted stock and RSUs to be settled in common stock under the Plans with weighted average grant date fair values of \$28.46 and \$22.17. During the six months ended June 30, 2013 and 2012, Quanta granted 1.4 million and 1.2 million shares of restricted stock and RSUs to be settled in common stock under the Plans with weighted average grant date fair values of \$29.41 and \$21.69. The grant date fair value for awards of restricted stock and RSUs to be settled in common stock is based on the market value of Quanta common stock on the date of grant. Restricted stock and RSU awards to be settled in common stock are subject to forfeiture, restrictions on transfer and certain other conditions until vesting, which generally occurs over three years in equal annual installments. During the restriction period, holders of restricted stock are entitled to vote and receive dividends on such shares.

During the three months ended June 30, 2013 and 2012, vesting activity consisted of 0.2 million and 0.1 million shares of restricted stock and RSUs to be settled in common stock with an approximate fair value at the time of vesting of \$6.8 million and \$1.2 million. During the six months ended June 30, 2013 and 2012, vesting activity consisted of 1.1 million and 0.9 million shares of restricted stock and RSUs to be settled in common stock with an approximate fair value at the time of vesting of \$31.1 million and \$17.8 million. Vesting activity during the three and six months ended June 30, 2013 included compensation cost of approximately \$4.3 million associated with the accelerated vesting of restricted stock and RSUs held by Quanta's former Executive Chairman upon his retirement in May 2013.

As of June 30, 2013, there was approximately \$37.9 million of total unrecognized compensation cost related to unvested restricted stock and RSUs to be settled in common stock granted to both employees and non-employees. This cost is expected to be recognized over a weighted average period of 2.10 years.

QUANTA SERVICES, INC. AND SUBSIDIARIES

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Restricted Stock Units To Be Settled in Cash

Certain RSUs granted by Quanta under the Plans are intended to provide plan participants with cash performance incentives that are substantially equivalent to the risks and rewards of equity ownership in Quanta. These RSUs to be settled in cash vest over a designated period, typically three years, and are subject to forfeiture under certain conditions, primarily termination of service. Upon vesting of these RSUs, the holders receive for each vested RSU an amount in cash equal to the fair market value on the vesting date of one share of Quanta common stock, as specified in the applicable award agreement.

Compensation expense related to RSUs to be settled in cash was \$0.5 million for each of the three months ended June 30, 2013 and 2012 and \$1.1 million and \$0.8 million for the six months ended June 30, 2013 and 2012. Such expense is recorded in selling, general and administrative expenses. RSUs that may be settled only in cash are not included in the calculation of earnings per share, and the estimated earned value of such RSUs is classified as a liability. Quanta paid nominal amounts to settle liabilities related to RSUs in the three months ended June 30, 2013 and 2012 and \$0.6 million and \$0.3 million to settle liabilities related to RSUs in the six months ended June 30, 2013 and 2012. Liabilities recorded for the estimated earned value of the RSUs outstanding to be settled in cash were \$1.3 million and \$0.8 million at June 30, 2013 and December 31, 2012.

9. COMMITMENTS AND CONTINGENCIES:

Investments in Affiliates and Other Entities

As described in Note 7, Quanta holds investments in certain joint ventures with third parties for the purpose of providing infrastructure services under certain customer contracts. Losses incurred by these joint ventures are shared equally by the joint venture members. However, each member of the joint venture is jointly and severally liable for all of the obligations of the joint venture under the contract with the customer and therefore can be liable for full performance of the contract with the customer. In circumstances where Quanta's participation in a joint venture qualifies as a general partnership, the joint venture partners are jointly and severally liable for all of the obligations of the joint venture including obligations owed to the customer or any other person or entity. Quanta is not aware of circumstances that would lead to future claims against it for material amounts in connection with these joint and several liabilities.

In the joint venture arrangements entered into by Quanta, each joint venturer indemnifies the other party for any liabilities incurred in excess of the liabilities such other party is obligated to bear under the respective joint venture agreement. It is possible, however, that Quanta could be required to pay or perform obligations in excess of its share if the other joint venturer failed or refused to pay or perform its share of the obligations. Quanta is not aware of circumstances that would lead to future claims against it for material amounts that would not be indemnified.

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Leases

Quanta leases certain land, buildings and equipment under non-cancelable lease agreements, including related party leases. The terms of these agreements vary from lease to lease, including some with renewal options and escalation clauses. The following schedule shows the future minimum lease payments under these leases as of June 30, 2013 (in thousands):

Year Ending December 31 —	Operating Leases
Remainder of 2013	\$ 13,345
2014	21,578
2015	17,042
2016	13,442
2017	8,754
Thereafter	17,786
Total minimum lease payments	<u>\$ 91,947</u>

Rent expense related to operating leases was approximately \$27.4 million and \$22.0 million for the three months ended June 30, 2013 and 2012 and approximately \$51.7 million and \$43.8 million for the six months ended June 30, 2013 and 2012.

Quanta has guaranteed the residual value on certain of its equipment operating leases. Quanta has agreed to pay any difference between this residual value and the fair market value of the underlying asset at the date of termination of the leases. At June 30, 2013, the maximum guaranteed residual value was approximately \$250.4 million. Quanta believes that no significant payments will be made as a result of the difference between the fair market value of the leased equipment and the guaranteed residual value. However, there can be no assurance that significant payments will not be required in the future.

Committed Capital Expenditures

Quanta has committed capital for the expansion of its fiber optic network, although Quanta typically does not commit capital to new network expansions until it has a committed licensing arrangement in place with at least one customer. The amounts of committed capital expenditures are estimates of costs required to build the networks under contract. The actual capital expenditures related to building the networks could vary materially from these estimates. As of June 30, 2013, Quanta estimates these committed capital expenditures to be approximately \$19.4 million for the period July 1, 2013 through December 31, 2013 and \$8.9 million for 2014. Quanta also committed capital for the expansion of its vehicle fleet in order to accommodate manufacturer lead times on certain types of vehicles. As of June 30, 2013, production orders for approximately \$16.5 million had been issued with delivery dates expected to occur throughout 2013. Although Quanta has committed to purchase these vehicles at the time of their delivery, Quanta intends that these orders will be assigned to third party leasing companies and made available to Quanta under certain of its master equipment lease agreements, thereby releasing Quanta from its capital expenditures commitment.

Litigation and Claims

Quanta is from time to time 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 and/or property damages, employment-related damages, punitive damages, civil penalties or other losses, or injunctive or declaratory relief. With respect to all such lawsuits, claims and

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proceedings, Quanta records a reserve when it is probable that a liability has been incurred and the amount of loss can be reasonably estimated. In addition, Quanta discloses matters for which management believes a material loss is at least reasonably possible. Except as otherwise stated below, none of these proceedings, separately or in the aggregate, are expected to have a material adverse effect on Quanta's consolidated financial position, results of operations or cash flows. In all instances, management has assessed the matter based on current information and made a judgment concerning its potential outcome, giving due consideration to the nature of the claim, the amount and nature of damages sought and the probability of success. Management's judgment may prove materially inaccurate, and such judgment is made subject to the known uncertainties of litigation.

California Fire Claim - Amador County. In October 2004, a wildfire in Amador County, California, burned 16,800 acres. The United States Forest Service alleged that the fire originated as a result of the activities of a Quanta subsidiary crew performing vegetation management under a contract with Pacific Gas & Electric Co. (PG&E). In November 2007, the United States Department of Agriculture (USDA) sent a written demand to the Quanta subsidiary for payment of fire suppression costs of approximately \$8.5 million. Quanta recorded a liability and corresponding insurance recovery receivable of approximately \$8.5 million associated with this matter based on the written demand received from the USDA.

The USDA informally communicated that it also intended to seek past and future restoration and other damages of approximately \$51.3 million, as well as other unspecified damages. PG&E tendered defense and indemnification for the matter to Quanta in 2010. On August 3, 2012, the USDA filed suit in the United States District Court, Eastern District of California, against Quanta, its subsidiary and PG&E, seeking unspecified damages for fire suppression costs, rehabilitation and restoration expenses, and loss of timber, habitat and environmental values, among other things, including recovery of fees and expenses.

During the first quarter of 2013, a settlement-in-principle was reached with the USDA, subject to approval by the United States Department of Justice, for an amount within Quanta's available insurance coverages. The Department of Justice approved the settlement during the second quarter of 2013, and this matter has been concluded within Quanta's available insurance.

National Gas Company of Trinidad and Tobago Arbitration. On October 1, 2010, Mears Group, Inc. (Mears), a wholly owned subsidiary of Quanta, filed a request for arbitration with the International Chamber of Commerce (ICC) in London against the National Gas Company of Trinidad and Tobago (NGC). The request for arbitration arises out of a contract between Mears and NGC for horizontal directional drilling (HDD) services in connection with a shore approach of a natural gas pipeline. During pullback of the pipeline, a component on the drill rig operated by Mears failed, and the pipeline was lodged downhole. Subsequent efforts to salvage the pipeline by NGC, Mears, and other parties failed to dislodge the pipeline. NGC subsequently hired a separate HDD contractor to complete reworks.

Mears alleges breach of contract, among other things, and seeks recovery for works performed, standby costs, demobilization costs, and other expenses, totaling approximately \$16.5 million, including taxes, and additionally seeks recovery of pre-judgment interest and attorneys' fees and expenses. Mears contends in the arbitration that NGC breached the contract between the parties by providing a pipeline with insufficient buoyancy, weighing significantly more than the weight specified in the contract. In addition, Mears argues that NGC failed to provide a contractually required builders all-risk insurance policy naming Mears as an additional insured, which would have covered losses associated with a pullback failure. Moreover, Mears asserts that NGC agreed to indemnify Mears for losses to NGC's equipment for events occurring during the project, and that any recovery by NGC is therefore barred.

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NGC counterclaimed in the arbitration, asserting that Mears breached the contract and performed negligently by failing to provide a drilling component capable of withstanding loads during pullback and providing a hole of insufficient cleanliness such that debris and other materials contributed to excess forces experienced during Mears' pullback of the pipeline. NGC seeks recovery for the costs of the salvage operations, the cost of the reworks, as well as other costs, totaling approximately \$79.5 million, and additionally seeks recovery of pre-judgment interest and attorneys' fees and expenses.

The arbitration hearings were completed during the third quarter of 2012, but no decision has been rendered. Mears also notified its insurers of the counterclaims, and although coverage was denied, Mears is continuing to pursue its insurers for coverage. Due to the nature of these claims, however, an adverse result in these proceedings could result in a significant uninsured loss that could have a material adverse effect on Quanta's consolidated financial condition, results of operations and cash flows.

Concentrations of Credit Risk

Quanta is subject to concentrations of credit risk related primarily to its cash and cash equivalents and accounts receivable, including amounts related to unbilled accounts receivable and costs and estimated earnings in excess of billings on uncompleted contracts. Substantially all of Quanta's cash investments are managed by what it believes to be high credit quality financial institutions. In accordance with Quanta's investment policies, these institutions are authorized to invest this cash in a diversified portfolio of what Quanta believes to be high quality investments, which consist primarily of interest-bearing demand deposits, money market mutual funds and investment grade commercial paper with original maturities of three months or less. Although Quanta does not currently believe the principal amount of these investments is subject to any material risk of loss, changes in economic conditions could impact the interest income Quanta receives from these investments. In addition, Quanta grants credit under normal payment terms, generally without collateral, to its customers, which include electric power, natural gas and oil pipeline companies, governmental entities, general contractors, and builders, owners and managers of commercial and industrial properties located primarily in the United States and Canada. Consequently, Quanta is subject to potential credit risk related to changes in business and economic factors throughout the United States and Canada, which may be heightened as a result of uncertain economic and financial market conditions that have existed in recent years. However, Quanta generally has certain statutory lien rights with respect to services provided. Historically, some of Quanta's customers have experienced significant financial difficulties, and others may experience financial difficulties in the future. These difficulties expose Quanta to increased risk related to collectability of billed and unbilled receivables and costs and estimated earnings in excess of billings on uncompleted contracts for services Quanta has performed.

As of June 30, 2013, two customers accounted for approximately 19% and 12% of consolidated billed and accrued accounts receivable. As of December 31, 2012, two customers accounted for approximately 16% and 11% of consolidated billed and accrued accounts receivable. The services provided to these customers relate primarily to Quanta's Electric Power Infrastructure Services segment. Substantially all of the balance for the customer with 12% and 11% of consolidated billed and accrued accounts receivable as of June 30, 2013 and December 31, 2012 relates to one project that incurred delays during the early part of the construction phase and was later accelerated by the customer, resulting in a significant change order. Revenues associated with this change order were accrued and recognized as a component of costs and estimated earnings in excess of billings on uncompleted contracts. During the second quarter of 2013, Quanta engaged in formal discussions with the customer regarding this change order pursuant to an agreed structured negotiation process and further responded to the customer's request for additional documentation. Quanta currently expects this stage of the process to continue into the fourth quarter of 2013 and that the ultimate resolution of this matter will not have a material adverse effect on Quanta's consolidated financial position, results of operations or cash flows. For the three and

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six months ended June 30, 2013, one customer accounted for approximately 10% and 12% of consolidated revenues. The services provided to this customer relate primarily to Quanta's Electric Power Infrastructure Services segment. No other customers represented 10% or more of revenues for the three and six months ended June 30, 2013 and 2012 or of billed and accrued accounts receivable as of June 30, 2013 and December 31, 2012.

Self-Insurance

Quanta is insured for employer's liability, general liability, auto liability and workers' compensation claims. Since August 1, 2009, all policy deductible levels are \$5.0 million per occurrence, other than employer's liability, which is subject to a deductible of \$1.0 million. Quanta also has employee health care benefit plans for most employees not subject to collective bargaining agreements, of which the primary plan is subject to a deductible of \$375,000 per claimant per year.

Losses under all of these insurance programs are accrued based upon Quanta's estimates of the ultimate liability for claims reported and an estimate of claims incurred but not reported, with assistance from third-party actuaries. These insurance liabilities are difficult to assess and estimate due to unknown factors, including the severity of an injury, the extent of damage, the determination of Quanta's liability in proportion to other parties and the number of incidents not reported. The accruals are based upon known facts and historical trends, and management believes such accruals are adequate. As of June 30, 2013 and December 31, 2012, the gross amount accrued for insurance claims totaled \$160.6 million and \$160.8 million, with \$118.7 million and \$120.2 million considered to be long-term and included in other non-current liabilities. Related insurance recoveries/receivables as of June 30, 2013 and December 31, 2012 were \$12.8 million and \$22.2 million, of which \$1.1 million and \$2.3 million are included in prepaid expenses and other current assets and \$11.7 million and \$19.9 million are included in other assets, net.

Quanta renews its insurance policies on an annual basis, and therefore deductibles and levels of insurance coverage may change in future periods. In addition, insurers may cancel Quanta's coverage or determine to exclude certain items from coverage, or Quanta may elect not to obtain certain types or incremental levels of insurance if it believes that the cost to obtain such coverage exceeds the additional benefits obtained. In any such event, Quanta's overall risk exposure would increase, which could negatively affect its results of operations, financial condition and cash flows.

Letters of Credit

Certain of Quanta's vendors require letters of credit to ensure reimbursement for amounts they are disbursing on its behalf, such as to beneficiaries under its self-funded insurance programs. In addition, from time to time, certain customers require Quanta to post letters of credit to ensure payment to its subcontractors and vendors and to guarantee performance under its contracts. Such letters of credit are generally issued by a bank or similar financial institution, typically pursuant to Quanta's credit facility. Each letter of credit commits the issuer to pay specified amounts to the holder of the letter of credit if the holder demonstrates that Quanta has failed to perform specified actions. If this were to occur, Quanta would be required to reimburse the issuer of the letter of credit. Depending on the circumstances of such a reimbursement, Quanta may also be required to record a charge to earnings for the reimbursement. Quanta does not believe that it is likely that any material claims will be made under a letter of credit in the foreseeable future.

As of June 30, 2013, Quanta had \$179.2 million in letters of credit outstanding under its credit facility primarily to secure obligations under its casualty insurance program. These are irrevocable stand-by letters of credit with maturities generally expiring at various times throughout 2013 and 2014. Upon maturity, it is expected that the majority of these letters of credit will be renewed for subsequent one-year periods.

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Performance Bonds and Parent Guarantees

In certain circumstances, Quanta is required to provide performance bonds in connection with its contractual commitments. Quanta has indemnified its sureties for any expenses paid out under these performance bonds. As of June 30, 2013, the total amount of outstanding performance bonds was approximately \$2.33 billion, and the estimated cost to complete these bonded projects was approximately \$497.8 million.

Quanta, from time to time, guarantees the obligations of its wholly owned subsidiaries, including obligations under certain contracts with customers, certain lease obligations and, in some states, obligations in connection with obtaining contractors' licenses. Quanta is not aware of any material obligations for performance or payment asserted against it under any of these guarantees.

Employment Agreements

Quanta has various employment agreements with certain executives and other employees, which provide for compensation and certain other benefits and for severance payments under certain circumstances. Certain employment agreements also contain clauses that become effective upon a change of control of Quanta. Quanta may be obligated to pay certain amounts to such employees upon the occurrence of any of the defined events in the various employment agreements.

Collective Bargaining Agreements

Several of Quanta's operating units are parties to various collective bargaining agreements with unions that represent certain of their employees. The collective bargaining agreements expire at various times and have typically been renegotiated and renewed on terms similar to those in the expiring agreements. The agreements require the operating units to pay specified wages, provide certain benefits to their union employees and contribute certain amounts to multi-employer pension plans and employee benefit trusts. Quanta's multiemployer pension plan contribution rates generally are specified in the collective bargaining agreements (usually on an annual basis), and contributions are made to the plans on a "pay-as-you-go" basis based on its union employee payrolls, which cannot be determined for future periods because the location and number of union employees that Quanta employs at any given time and the plans in which they may participate vary depending on the projects Quanta has ongoing at any time and the need for union resources in connection with those projects.

The Pension Protection Act of 2006 (PPA) also added special funding and operational rules generally applicable to plan years beginning after 2007 for multi-employer plans that are classified as "endangered," "seriously endangered" or "critical" status based on multiple factors (including, for example, the plan's funded percentage, cash flow position and whether it is projected to experience a minimum funding deficiency). Plans in these classifications must adopt measures to improve their funded status through a funding improvement or rehabilitation plan, as applicable, which may require additional contributions from employers (which may take the form of a surcharge on benefit contributions) and/or modifications to retiree benefits. Certain plans to which Quanta contributes or may contribute in the future are in "endangered," "seriously endangered" or "critical" status. The amount of additional funds, if any, that Quanta may be obligated to contribute to these plans in the future cannot be estimated due to uncertainty of the future levels of work that require the specific use of union employees covered by these plans, as well as the future contribution levels and possible surcharges on contributions applicable to these plans.

Quanta may be subject to additional liabilities imposed by law as a result of its participation in multi-employer defined benefit pension plans. For example, the Employee Retirement Income Security Act of 1974, as amended by the Multi-Employer Pension Plan Amendments Act of 1980, imposes certain liabilities upon an

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NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

employer who is a contributor to a multi-employer pension plan if the employer withdraws from the plan or the plan is terminated or experiences a mass withdrawal. These liabilities include an allocable share of the unfunded vested benefits in the plan for all plan participants, not merely the benefits payable to a contributing employer's own retirees. As a result, participating employers may bear a higher proportion of liability for unfunded vested benefits if other participating employers cease to contribute or withdraw, with the reallocation of liability being more acute in cases when a withdrawn employer is insolvent or otherwise fails to pay its withdrawal liability. Other than as described below, Quanta is not aware of any material amounts of withdrawal liability that have been incurred as a result of a withdrawal by any of Quanta's operating units from any multi-employer defined benefit pension plans.

In the fourth quarter of 2011, Quanta recorded a partial withdrawal liability of approximately \$32.6 million related to the withdrawal by certain Quanta subsidiaries from the Central States, Southeast and Southwest Areas Pension Plan (the Central States Plan). The partial withdrawal liability recognized by Quanta was based on estimates received from the Central States Plan during 2011 for a complete withdrawal by all Quanta companies participating in the Central States Plan. The withdrawal followed an amendment to a collective bargaining agreement with the International Brotherhood of Teamsters that eliminated obligations to contribute to the Central States Plan, which is in critical status and is significantly underfunded as to its vested benefit obligations. The amendment was negotiated by the Pipe Line Contractors Association (PLCA) on behalf of its members, which include the Quanta subsidiaries that withdrew from the Central States Plan. Quanta believed that withdrawing from the Central States Plan in the fourth quarter of 2011 was advantageous because it limited Quanta's exposure to increased liabilities from a future withdrawal if the underfunded status of the Central States Plan deteriorates further. Quanta and other PLCA members now contribute to a different multi-employer pension plan on behalf of Teamsters employees.

The Central States Plan has asserted that the withdrawal of the PLCA members was not effective in 2011, although Quanta believes that a legally effective withdrawal occurred in the fourth quarter of 2011. During the third quarter of 2012, the Central States Plan provided Quanta with an estimate of the potential withdrawal liability, indicating that the withdrawal liability is approximately \$32.8 million based on a partial withdrawal in the fourth quarter of 2011, approximately \$39.7 million based on a partial withdrawal in the first quarter of 2012, or approximately \$40.1 million based on a complete withdrawal in 2012. Quanta continues to dispute the assertions of the Central States Plan regarding the effective date of the partial withdrawal. Once an assessment is received, Quanta may seek to challenge and further negotiate the amount of the assessment. As a result, the final partial withdrawal liability cannot yet be determined with certainty and could be materially higher or lower than the \$32.6 million Quanta recognized in the fourth quarter of 2011.

Certain other Quanta subsidiaries continued to participate in the Central States Plan through the end of 2012. The consequences of withdrawal of these subsidiaries from the plan will depend on various factors, including negotiation of the terms of the collective bargaining agreements under which the subsidiaries participate and whether exemptions from withdrawal liability applicable to construction industry employers will be available. Given the unknown nature of some of these factors, the amount or timing of any liability upon withdrawal of the subsidiaries remaining in the Central States Plan is uncertain. However, Quanta currently does not expect the incremental liability upon withdrawal of the subsidiaries remaining in the Central States Plan to be material.

Indemnities

Quanta generally indemnifies its customers for the services it provides under its contracts, as well as other specified liabilities, which may subject Quanta to indemnity claims and liabilities and related litigation. Quanta has also indemnified various parties against specified liabilities that those parties might incur in the future in

QUANTA SERVICES, INC. AND SUBSIDIARIES
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

connection with Quanta's previous acquisition or disposition of certain companies. The indemnities under acquisition or disposition agreements are usually contingent upon the other party incurring liabilities that reach specified thresholds. As of June 30, 2013, except as otherwise set forth above in *Litigation and Claims*, Quanta does not believe any material liabilities for asserted claims exist against it in connection with any of these indemnity obligations.

10. SEGMENT INFORMATION:

Quanta presents its operations under three reportable segments: (1) Electric Power Infrastructure Services, (2) Natural Gas and Pipeline Infrastructure Services and (3) Fiber Optic Licensing and Other. This structure is generally based on the broad end-user markets for Quanta's services. See Note 1 for additional information regarding Quanta's reportable segments.

Quanta's segment results are derived from the types of services provided across its operating units in each of the end user markets described above. Quanta's entrepreneurial business model allows each of its operating units to serve the same or similar customers and to provide a range of services across end user markets. Quanta's operating units are organized into one of three internal divisions, namely, the electric power division, natural gas and pipeline division and fiber optic licensing division. These internal divisions are closely aligned with the reportable segments described above based on their operating units' predominant type of work.

Reportable segment information, including revenues and operating income by type of work, is gathered from each operating unit for the purpose of evaluating segment performance in support of Quanta's market strategies. These classifications of Quanta's operating unit revenues by type of work for segment reporting purposes can at times require judgment on the part of management. Quanta's operating units may perform joint infrastructure service projects for customers in multiple industries, deliver multiple types of network services under a single customer contract or provide service across industries, for example, joint trenching projects to install distribution lines for electric power and natural gas customers. Quanta's integrated operations and common administrative support at each of its operating units require that certain allocations, including allocations of shared and indirect costs, such as facility costs, indirect operating expenses, including depreciation, and general and administrative costs, be made to determine operating segment profitability. Corporate costs, such as payroll and benefits, employee travel expenses, facility costs, professional fees, acquisition costs and amortization related to certain intangible assets are not allocated.

QUANTA SERVICES, INC. AND SUBSIDIARIES
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Summarized financial information for Quanta’s reportable segments is presented in the following tables (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Revenues:				
Electric Power	\$ 1,046,379	\$ 1,006,073	\$ 2,227,362	\$ 1,938,286
Natural Gas and Pipeline	385,942	337,595	744,874	694,562
Fiber Optic Licensing and Other	42,056	42,494	87,851	82,078
Consolidated	<u>\$ 1,474,377</u>	<u>\$ 1,386,162</u>	<u>\$ 3,060,087</u>	<u>\$ 2,714,926</u>
Operating income (loss):				
Electric Power	\$ 120,809	\$ 110,735	\$ 253,359	\$ 224,949
Natural Gas and Pipeline	27,644	15,055	38,001	4,520
Fiber Optic Licensing and Other	14,301	15,423	31,184	29,963
Corporate and non-allocated costs	(45,580)	(42,868)	(86,079)	(82,296)
Consolidated	<u>\$ 117,174</u>	<u>\$ 98,345</u>	<u>\$ 236,465</u>	<u>\$ 177,136</u>
Depreciation:				
Electric Power	\$ 15,776	\$ 13,342	\$ 30,699	\$ 26,710
Natural Gas and Pipeline	11,335	10,634	22,600	20,990
Fiber Optic Licensing and Other	4,230	3,727	8,281	7,402
Corporate and non-allocated costs	1,699	1,673	3,340	3,300
Consolidated	<u>\$ 33,040</u>	<u>\$ 29,376</u>	<u>\$ 64,920</u>	<u>\$ 58,402</u>

Separate measures of Quanta’s assets and cash flows by reportable segment, including capital expenditures, are not produced or utilized by management to evaluate segment performance. Quanta’s fixed assets, including operating machinery, equipment and vehicles, as well as office equipment, buildings and leasehold improvements, which are held at the operating unit level, are used on an interchangeable basis across its reportable segments. As such, for reporting purposes, total depreciation expense is allocated each quarter among Quanta’s reportable segments based on the ratio of each reportable segment’s revenue contribution to consolidated revenues.

Foreign Operations

During the three months ended June 30, 2013 and 2012, Quanta derived \$208.4 million and \$155.8 million of its revenues from foreign operations. During the six months ended June 30, 2013 and 2012, Quanta derived \$505.8 million and \$405.6 million of its revenues from foreign operations. Of Quanta’s foreign revenues, approximately 96% and 95% was earned in Canada for the three months ended June 30, 2013 and 2012 and approximately 97% and 96% was earned in Canada for the six months ended June 30, 2013 and 2012. In addition, Quanta held property and equipment of \$169.4 million and \$151.9 million in foreign countries, primarily Canada, as of June 30, 2013 and December 31, 2012.

11. SUBSEQUENT EVENTS:

In July 2013, Quanta acquired an electric power infrastructure services company based in Ohio with operations primarily in the Midwest and along the East Coast of the United States and a natural gas and pipeline infrastructure services company based in Australia. The aggregate consideration paid for these two acquisitions consisted of approximately \$118.0 million in cash, net of unrestricted cash acquired, and 763,272 shares of Quanta common stock valued at approximately \$18.7 million. As these transactions were effective in July 2013, the results will be included in Quanta’s consolidated financial statements beginning in July 2013. These acquisitions enable Quanta to further enhance its service offerings in certain regions of the United States and increase Quanta’s service capabilities in Australia.

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

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our condensed consolidated financial statements and related notes included elsewhere in this Quarterly Report on Form 10-Q and with our Annual Report on Form 10-K for the year ended December 31, 2012, which was filed with the Securities and Exchange Commission (SEC) on March 1, 2013 and is available on the SEC's website at www.sec.gov and on our website, which is www.quantaservices.com. The discussion below contains forward-looking statements that are based upon our current expectations and are subject to uncertainty and changes in circumstances. Actual results may differ materially from these expectations due to inaccurate assumptions and known or unknown risks and uncertainties, including those identified under the headings "Uncertainty of Forward-Looking Statements and Information" below in this Item 2 and "Risk Factors" in Item 1A of Part II of this Quarterly Report.

Introduction

We are a leading provider of specialty contracting services, offering infrastructure solutions primarily to the electric power and natural gas and oil pipeline industries in North America and in select international markets. The services we provide include the design, installation, upgrade, repair and maintenance of infrastructure within each of the industries we serve, such as electric power transmission and distribution networks, substation facilities, renewable energy facilities and pipeline transmission and distribution systems and facilities. We also own fiber optic telecommunications infrastructure in select markets and license the right to use these point-to-point fiber optic telecommunications facilities to customers.

We report our results under three reportable segments: (1) Electric Power Infrastructure Services, (2) Natural Gas and Pipeline Infrastructure Services and (3) Fiber Optic Licensing and Other. This structure is generally focused on broad end-user markets for our services. Our consolidated revenues for the six months ended June 30, 2013 were approximately \$3.06 billion, of which 72.8% was attributable to the Electric Power Infrastructure Services segment, 24.3% to the Natural Gas and Pipeline Infrastructure Services segment and 2.9% to the Fiber Optic Licensing and Other segment.

Our customers include many of the leading companies in the industries we serve. We have developed strong strategic alliances with numerous customers and strive to develop and maintain our status as a preferred vendor to our customers. We enter into various types of contracts, including competitive unit price, hourly rate, cost-plus (or time and materials basis), and fixed price (or lump sum basis), the final terms and prices of which we frequently negotiate with the customer. Although the terms of our contracts vary considerably, most are made on either a unit price or fixed price basis in which we agree to do the work for a price per unit of work performed (unit price) or for a fixed amount for the entire project (fixed price). We complete a substantial majority of our fixed price projects, other than certain large transmission projects, within one year, while we frequently provide maintenance and repair work under open-ended unit price or cost-plus master service agreements that are renewable periodically.

We recognize revenue on our unit price and cost-plus contracts as units are completed or services are performed. For our fixed price contracts, we record revenues as work on the contract progresses on a percentage-of-completion basis. Under this method, revenue is recognized based on the percentage of total costs incurred to date in proportion to total estimated costs to complete the contract. Fixed price contracts generally include retainage provisions under which a percentage of the contract price is withheld until the project is complete and has been accepted by our customer.

For internal management purposes, we are organized into three internal divisions, namely, the electric power division, the natural gas and pipeline division and the fiber optic licensing division. These internal divisions are closely aligned with the reportable segments described above based on the predominant type of work provided by the operating units within each division.

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Reportable segment information, including revenues and operating income by type of work, is gathered from each operating unit for the purpose of evaluating segment performance in support of our market strategies. These classifications of our operating unit revenues by type of work for segment reporting purposes can at times require judgment on the part of management. Our operating units may perform joint infrastructure service projects for customers in multiple industries, deliver multiple types of infrastructure services under a single customer contract or provide services across industries — for example, joint trenching projects to install distribution lines for electric power and natural gas customers. Our integrated operations and common administrative support at each of our operating units requires that certain allocations, including allocations of shared and indirect costs, such as facility costs, indirect operating expenses including depreciation, and general and administrative costs, be made to determine operating segment profitability. Corporate costs, such as payroll and benefits, employee travel expenses, facility costs, professional fees, acquisition costs and amortization related to certain intangible assets are not allocated.

The Electric Power Infrastructure Services segment provides comprehensive network solutions to customers in the electric power industry. Services performed by the Electric Power Infrastructure Services segment generally include the design, installation, upgrade, repair and maintenance of electric power transmission and distribution networks and substation facilities along with other engineering and technical services. This segment also provides emergency restoration services, including the repair of infrastructure damaged by inclement weather, the energized installation, maintenance and upgrade of electric power infrastructure utilizing unique bare hand and hot stick methods and our proprietary robotic arm technologies, and the installation of “smart grid” technologies on electric power networks. In addition, this segment designs, installs and maintains renewable energy generation facilities, in particular solar and wind, and related switchyards and transmission networks. To a lesser extent, this segment provides services such as the design, installation, maintenance and repair of commercial and industrial wiring, installation of traffic networks and the installation of cable and control systems for light rail lines.

The Natural Gas and Pipeline Infrastructure Services segment provides comprehensive network solutions to customers involved in the transportation of natural gas, oil and other pipeline products. Services performed by the Natural Gas and Pipeline Infrastructure Services segment generally include the design, installation, repair and maintenance of pipeline transmission and distribution systems, gathering systems and compressor and pump stations, as well as related trenching, directional boring and automatic welding services. In addition, this segment’s services include pipeline protection, integrity testing, rehabilitation and replacement, and fabrication of pipeline support systems and related structures and facilities. To a lesser extent, this segment designs, installs and maintains airport fueling systems as well as water and sewer infrastructure.

The Fiber Optic Licensing and Other segment designs, procures, constructs, maintains and owns fiber optic telecommunications infrastructure in select markets and licenses the right to use these point-to-point fiber optic telecommunications facilities to our customers pursuant to licensing agreements, typically with terms from five to twenty-five years, inclusive of certain renewal options. Under those agreements, customers are provided the right to use a portion of the capacity of a fiber optic network, with the network owned and maintained by us. The Fiber Optic Licensing and Other segment provides services to enterprise, education, carrier, financial services and healthcare customers, as well as other entities with high bandwidth telecommunication needs. The telecommunication services provided through this segment are subject to regulation by the Federal Communications Commission and certain state public utility commissions. The Fiber Optic Licensing and Other segment also provides various telecommunication infrastructure services on a limited and ancillary basis, primarily to our customers in the electric power industry.

Recent Investments, Acquisitions and Divestitures

On December 3, 2012, substantially all of Quanta’s domestic telecommunications infrastructure services operations and related subsidiaries were sold for net proceeds of approximately \$265.0 million.

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In the first and second quarters of 2012, we acquired four businesses, which included one electric power infrastructure services company based in Canada, two electric power infrastructure services companies based in the United States and one natural gas and pipeline infrastructure services company based in the United States. These businesses have been reflected in our consolidated financial statements as of their respective acquisition dates. The aggregate consideration for these acquisitions consisted of approximately \$57.5 million in cash, 1,927,113 shares of our common stock valued at approximately \$37.3 million and the repayment of \$11.0 million in debt. These acquisitions allow us to further expand our capabilities and scope of services internationally and in the United States. The financial results of these businesses are generally included in the corresponding segment.

In the first quarter of 2013, we acquired a small electric power infrastructure services company. The results of operations related to this acquisition are not material and have been reflected in Quanta's condensed consolidated financial statements beginning as of the date of the acquisition.

During 2011 and 2012, we acquired an equity ownership interest of approximately 31% in Howard Midstream Energy Partners, LLC (HEP). HEP is engaged in the business of owning, operating and constructing midstream plant and pipeline assets in the natural gas and oil pipeline industry. Our investment in HEP is expected to provide strategic growth opportunities in the ongoing development of the Texas Eagle Ford shale region. We account for this investment using the equity method of accounting. During the first half of 2013, we invested an additional \$8.9 million, along with other HEP members, primarily to provide capital for planned midstream expansion projects. The carrying value of Quanta's investment in HEP was approximately \$99.4 million and \$90.5 million at June 30, 2013 and December 31, 2012.

Backlog

Backlog is not a term recognized under United States generally accepted accounting principles; however, it is a common measurement used in our industry. Our methodology for determining backlog may not be comparable to the methodologies used by other companies.

Our backlog represents the amount of consolidated revenue that we expect to realize from future work under construction contracts and long-term maintenance contracts, or master service agreements (MSAs). These estimates include revenues from the remaining portion of firm orders not yet completed and on which work has not yet begun, as well as revenues from change orders, renewal options, and funded and unfunded portions of government contracts to the extent that they are reasonably expected to occur. For purposes of calculating backlog, we include 100% of estimated revenues attributable to consolidated joint ventures and VIEs. The following table presents our total backlog by reportable segment as of June 30, 2013 and December 31, 2012, along with an estimate of the backlog amounts expected to be realized within 12 months of each balance sheet date (in thousands):

	Backlog as of June 30, 2013		Backlog as of December 31, 2012	
	12 Month	Total	12 Month	Total
Electric Power Infrastructure Services	\$ 2,683,194	\$ 4,935,870	\$ 2,864,870	\$ 4,918,178
Natural Gas and Pipeline Infrastructure Services	968,902	2,051,845	797,044	1,566,316
Fiber Optic Licensing and Other	127,921	520,452	145,039	502,523
Total	<u>\$ 3,780,017</u>	<u>\$ 7,508,167</u>	<u>\$ 3,806,953</u>	<u>\$ 6,987,017</u>

Revenue estimates included in our backlog can be subject to change as a result of project accelerations, cancellations or delays due to various factors, including but not limited to commercial issues, regulatory requirements and adverse weather. These factors can also cause revenue amounts to be realized in periods and at levels different than originally projected. Generally, our customers are not contractually committed to specific volumes of services under our MSAs, and while we did not experience any material cancellations during the

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current periods, most of our contracts may be terminated, typically upon 30 to 90 days notice, even if we are not in default under the contract. We determine the estimated amount of backlog for work under MSAs by using recurring historical trends inherent in current MSAs, factoring in seasonal demand and projected customer needs based upon ongoing communications with the customer. In addition, many of our MSAs, as well as contracts for fiber optic licensing, are subject to renewal options. As of June 30, 2013 and December 31, 2012, MSAs accounted for approximately 38% and 34% of our estimated 12 month backlog and approximately 45% of total backlog as of both periods. There can be no assurance as to our customers' requirements or that our estimates are accurate.

Seasonality; Fluctuations of Results; Economic Conditions

Our revenues and results of operations can be subject to seasonal and other variations. These variations are influenced by weather, customer spending patterns, bidding seasons, project timing and schedules, and holidays. Typically, our revenues are lowest in the first quarter of the year because cold, snowy or wet conditions can cause delays on projects. In addition, many of our customers develop their capital budgets for the coming year during the first quarter and do not begin infrastructure projects in a meaningful way until their capital budgets are finalized. Second quarter revenues are typically higher than those in the first quarter, as some projects begin, but continued cold and wet weather can often impact second quarter productivity. Third quarter revenues are typically the highest of the year, as a greater number of projects are underway, and weather is more accommodating. Generally, revenues during the fourth quarter of the year are lower than the third quarter but higher than the second quarter. Many projects are completed in the fourth quarter, and revenues are often impacted positively by customers seeking to spend their capital budgets before the end of the year; however, the holiday season and inclement weather can sometimes cause delays, reducing revenues and increasing costs. Any quarter may be positively or negatively affected by atypical weather patterns in a given part of the country, such as severe weather, excessive rainfall or warmer winter weather, making it difficult to predict these variations and their effect on particular projects quarter to quarter. The timing of project awards and unanticipated changes in project schedules as a result of delays or accelerations can also create variations in the level of operating activity from quarter to quarter.

Additionally, our industry can be highly cyclical. As a result, our volume of business may be adversely affected by declines or delays in new projects in various geographic regions in the United States and Canada. Project schedules, particularly in connection with larger, longer-term projects, can also create fluctuations in the services provided, which may adversely affect us in a given period. The financial condition of our customers and their access to capital, variations in the margins of projects performed during any particular period, regional, national and global economic and market conditions, timing of acquisitions, the timing and magnitude of acquisition and integration costs associated with acquisitions, dispositions, fluctuations in our equity in earnings of unconsolidated affiliates and interest rate fluctuations are examples of items that may also materially affect quarterly results. Accordingly, our operating results in any particular period may not be indicative of the results that can be expected for any other period.

We and our customers continue to operate in an uncertain business environment, with heightened regulatory and environmental requirements, stringent permitting processes and only gradual recovery in the economy from recessionary levels. We are closely monitoring our customers and the effect that changes in economic and market conditions have had or may have on them. Certain of our customers have reduced or delayed spending over the past three years, which we attribute primarily to regulatory and permitting hurdles and negative economic and market conditions, and we anticipate that these issues may continue to affect demand for some of our services in the near-term. However, we believe that most of our customers, many of whom are regulated utilities, remain financially stable in general and will be able to continue with their business plans in the long-term. You should read "Outlook" and "Understanding Margins" for additional discussion of trends and challenges that may affect our financial condition, results of operations and cash flows.

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Understanding Margins

Our gross margin is gross profit expressed as a percentage of revenues, and our operating margin is operating income expressed as a percentage of revenues. Cost of services, which is subtracted from revenues to obtain gross profit, consists primarily of salaries, wages and benefits to employees, depreciation, fuel and other equipment expenses, equipment rentals, subcontracted services, insurance, facilities expenses, materials and parts and supplies. Selling, general and administrative expenses and amortization of intangible assets are then subtracted from gross profit to obtain operating income. Various factors — some controllable, some not — impact our margins on a quarterly or annual basis.

Seasonal and geographical. As discussed previously, seasonal patterns can have a significant impact on margins. Generally, business is slower in the winter months versus the warmer months of the year, resulting in lower productivity and consequently reducing our ability to cover fixed costs. This can be offset somewhat by increased demand for electrical service and repair work resulting from severe weather. Additionally, project schedules, including when projects begin and when they are completed, may impact margins. The mix of business conducted in different parts of the country will also affect margins, as some parts of the country offer the opportunity for higher margins than others due to the geographic characteristics associated with the physical location where the work is being performed. Such characteristics include whether the project is performed in an urban versus a rural setting or in a mountainous area or in open terrain. Site conditions, including unforeseen underground conditions, can also impact margins.

Weather. Adverse or favorable weather conditions can impact gross margins in a given period. For example, snow or rainfall in the areas in which we operate may negatively impact our revenues and margins due to reduced productivity, as projects may be delayed or temporarily placed on hold until weather conditions improve. Conversely, in periods when weather remains dry and temperatures are accommodating, more work can be done, sometimes with less cost, which would have a favorable impact on margins. In some cases, severe weather, such as hurricanes and ice storms, can provide us with higher margin emergency restoration service work, which generally has a positive impact on margins.

Revenue mix. The mix of revenues derived from the industries we serve will impact margins, as certain industries provide higher margin opportunities. Additionally, changes in our customers' spending patterns in each of the industries we serve can cause an imbalance in supply and demand and, therefore, affect margins and mix of revenues by industry served.

Service and maintenance versus installation. Installation work is often performed on a fixed price basis, while maintenance work is often performed under pre-established or negotiated prices or cost-plus pricing arrangements. Margins for installation work may vary from project to project, and may be higher than maintenance work, as work obtained on a fixed price basis has higher risk than other types of pricing arrangements. We typically derive approximately 30% of our annual revenues from maintenance work, but a higher portion of installation work in any given period may affect our gross margins for that period.

Subcontract work. Work that is subcontracted to other service providers generally yields lower margins. An increase in subcontract work in a given period may contribute to a decrease in margins. We typically subcontract approximately 20% to 25% of our work to other service providers.

Materials versus labor. Typically, our customers are responsible for supplying their own materials on projects; however, for some of our contracts, we may agree to procure all or part of the required materials. Margins may be lower on projects where we furnish a significant amount of materials, as our mark-up on materials is generally lower than on our labor costs. In a given period, an increase in the percentage of work with higher materials procurement requirements may decrease our overall margins.

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Depreciation. We include depreciation in cost of services. This is common practice in our industry, but it can make comparability of our margins to those of other companies difficult. This must be taken into consideration when comparing us to other companies.

Insurance. Margins could be impacted by fluctuations in insurance accruals as additional claims arise and as circumstances and conditions of existing claims change. We are insured for employer's liability, general liability, auto liability and workers' compensation claims. Since August 1, 2009, all policy deductible levels are \$5.0 million per occurrence, other than employer's liability, which is subject to a deductible of \$1.0 million. We also have employee health care benefit plans for most employees not subject to collective bargaining agreements, of which the primary plan is subject to a deductible of \$375,000 per claimant per year.

Performance risk. Margins may fluctuate because of the volume of work and the impacts of pricing and job productivity, which can be affected both favorably and negatively by weather, geography, customer decisions and crew productivity. For example, when comparing a service contract between a current quarter and the comparable prior year's quarter, factors affecting the gross margins associated with the revenues generated by the contract may include pricing under the contract, the volume of work performed under the contract, the mix of the type of work specifically being performed and the productivity of the crews performing the work. Productivity can be influenced by many factors, including where the work is performed (*e.g.*, rural versus urban area or mountainous or rocky area versus open terrain), whether the work is on an open or encumbered right of way, the impacts of inclement weather or the effects of environmental restrictions or regulatory delays. These types of factors are not practicable to quantify through accounting data, but each of these items may individually or in the aggregate have a direct impact on the gross margin of a specific project.

Foreign currency risk. Our financial performance on a U.S. dollar denominated basis is subject to fluctuation in currency exchange rates. These fluctuations could cause material fluctuations in our results of operations.

Selling, General and Administrative Expenses

Selling, general and administrative expenses consist primarily of compensation and related benefits to management, administrative salaries and benefits, marketing, office rent and utilities, communications, professional fees, bad debt expense, acquisition costs, gains and losses on the sale of property and equipment, letter of credit fees and maintenance, training and conversion costs related to the implementation of an information technology solution.

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Results of Operations

As previously discussed, we have acquired certain businesses, the results of which have been included in the following results of operations beginning on their respective acquisition dates. Additionally, the results of operations of the telecommunications subsidiaries disposed of on December 3, 2012 have been reclassified from continuing operations to income from discontinued operations for the three and six months ended June 30, 2012. The following table sets forth selected statements of operations data and such data as a percentage of revenues for the three and six month periods indicated (dollars in thousands):

Consolidated Results

	Three Months Ended June 30,				Six Months Ended June 30,			
	2013		2012		2013		2012	
Revenues	\$1,474,377	100.0%	\$1,386,162	100.0%	\$3,060,087	100.0%	\$2,714,926	100.0%
Cost of services (including depreciation)	<u>1,233,093</u>	<u>83.6</u>	<u>1,173,258</u>	<u>84.6</u>	<u>2,580,530</u>	<u>84.3</u>	<u>2,315,958</u>	<u>85.3</u>
Gross profit	241,284	16.4	212,904	15.4	479,557	15.7	398,968	14.7
Selling, general and administrative expenses	119,031	8.1	105,233	7.6	232,712	7.6	203,341	7.5
Amortization of intangible assets	<u>5,079</u>	<u>0.4</u>	<u>9,326</u>	<u>0.7</u>	<u>10,380</u>	<u>0.4</u>	<u>18,491</u>	<u>0.7</u>
Operating income	117,174	7.9	98,345	7.1	236,465	7.7	177,136	6.5
Interest expense	(503)	—	(958)	(0.1)	(1,005)	—	(1,533)	—
Interest income	569	—	387	—	1,091	—	795	—
Other income (expense), net	<u>(353)</u>	<u>—</u>	<u>(326)</u>	<u>—</u>	<u>(866)</u>	<u>—</u>	<u>(196)</u>	<u>—</u>
Income from continuing operations before income taxes	116,887	7.9	97,448	7.0	235,685	7.7	176,202	6.5
Provision for income taxes	<u>42,161</u>	<u>2.8</u>	<u>35,271</u>	<u>2.5</u>	<u>84,102</u>	<u>2.7</u>	<u>63,940</u>	<u>2.4</u>
Net income from continuing operations	74,726	5.1	62,177	4.5	151,583	5.0	112,262	4.1
Income from discontinued operations, net of taxes	<u>—</u>	<u>—</u>	<u>7,620</u>	<u>0.5</u>	<u>—</u>	<u>—</u>	<u>7,529</u>	<u>0.3</u>
Net income	74,726	5.1	69,797	5.0	151,583	5.0	119,791	4.4
Less: Net income attributable to noncontrolling interests	<u>4,489</u>	<u>0.3</u>	<u>4,259</u>	<u>0.3</u>	<u>9,265</u>	<u>0.3</u>	<u>8,546</u>	<u>0.3</u>
Net income attributable to common stock	<u>\$ 70,237</u>	<u>4.8%</u>	<u>\$ 65,538</u>	<u>4.7%</u>	<u>\$ 142,318</u>	<u>4.7%</u>	<u>\$ 111,245</u>	<u>4.1%</u>
Amounts attributable to common stock:								
Net income from continuing operations	\$ 70,237	4.8%	\$ 57,918	4.2%	\$ 142,318	4.7%	\$ 103,716	3.8%
Net income from discontinued operations	<u>—</u>	<u>—</u>	<u>7,620</u>	<u>0.5%</u>	<u>—</u>	<u>—</u>	<u>7,529</u>	<u>0.3%</u>
Net income attributable to common stock	<u>\$ 70,237</u>	<u>4.8%</u>	<u>\$ 65,538</u>	<u>4.7%</u>	<u>\$ 142,318</u>	<u>4.7%</u>	<u>\$ 111,245</u>	<u>4.1%</u>

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Three months ended June 30, 2013 compared to the three months ended June 30, 2012

Revenues. Revenues increased \$88.2 million, or 6.4%, to \$1.47 billion for the three months ended June 30, 2013. This increase was primarily due to higher revenues from natural gas and pipeline infrastructure services which increased \$48.3 million, or 14.3%, to \$385.9 million and electric power infrastructure services which increased \$40.3 million, or 4.0%, to \$1.05 billion primarily as a result of increases in capital spending by our customers.

Gross profit. Gross profit increased \$28.4 million, or 13.3%, to \$241.3 million for the three months ended June 30, 2013. This increase was primarily due to the impact of higher revenues earned from the Natural Gas and Pipeline Infrastructure Services and Electric Power Infrastructure Services segments during the current period. Gross profit as a percentage of revenues increased to 16.4% for the three months ended June 30, 2013 from 15.4% for the three months ended June 30, 2012. This increase in gross margin was primarily a result of overall performance improvements in the Natural Gas and Pipeline Infrastructure Services segment during the three months ended June 30, 2013 as compared to the three months ended June 30, 2012, which also improved this segment's ability to cover fixed operating costs.

Selling, general and administrative expenses. Selling, general and administrative expenses increased \$13.8 million, or 13.1%, to \$119.0 million for the three months ended June 30, 2013. The increase was primarily attributable to approximately \$10.8 million in higher salary and incentive compensation costs in part due to approximately \$4.3 million of expense related to the accelerated vesting of equity-based awards associated with the retirement of Quanta's Executive Chairman of the Board of Directors in the second quarter of 2013, as well as costs associated with increased levels of operating activity and profitability. Also contributing to the overall increase in selling, general and administrative expenses was approximately \$2.7 million in higher costs associated with Quanta's ongoing technology and business development initiatives. Selling, general and administrative expenses as a percentage of revenues increased from 7.6% for the three months ended June 30, 2012 to 8.1% for the three months ended June 30, 2013 primarily due to the impact of higher compensation costs described above.

Amortization of intangible assets. Amortization of intangible assets decreased \$4.2 million to \$5.1 million for the three months ended June 30, 2013. This decrease was primarily due to reduced amortization expense from previously acquired intangible assets as certain of these assets became fully amortized, partially offset by increased amortization of intangibles associated with a small business acquired during the first quarter of 2013.

Interest expense. Interest expense decreased \$0.5 million to \$0.5 million for the three months ended June 30, 2013 as compared to the three months ended June 30, 2012 primarily due to credit facility borrowings outstanding during the three months ended June 30, 2012. There were no credit facility borrowings in the three months ended June 30, 2013.

Interest income. Interest income was \$0.6 million and \$0.4 million for the three month periods ended June 30, 2013 and June 30, 2012. This slight increase was due to higher average cash balances during the quarter ended June 30, 2013 compared to the quarter ended June 30, 2012, the impact of which was partially offset by lower interest rates.

Provision for income taxes. The provision for income taxes was \$42.2 million for the three months ended June 30, 2013, with an effective tax rate of 36.1%. The provision for income taxes was \$35.3 million for the three months ended June 30, 2012, with an effective tax rate of 36.2%. The slightly lower effective tax rate for the three months ended June 30, 2013 was primarily due to a higher proportion of income before taxes earned from international jurisdictions, which are taxed at lower statutory rates.

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Six months ended June 30, 2013 compared to the six months ended June 30, 2012

Revenues. Revenues increased \$345.2 million, or 12.7%, to \$3.06 billion for the six months ended June 30, 2013. This increase was primarily due to higher revenues from electric power infrastructure services projects which increased \$289.1 million, or 14.9%, to \$2.23 billion primarily as a result of increases in capital spending by our customers. Also contributing to this increase were additional revenues from natural gas and pipeline infrastructure services which increased \$50.3 million, or 7.2%, to \$744.9 million and revenues from fiber optic licensing and other services which increased \$5.8 million, or 7.0%, to \$87.9 million from the six months ended June 30, 2012.

Gross profit. Gross profit increased \$80.6 million, or 20.2%, to \$479.6 million for the six months ended June 30, 2013. Gross profit as a percentage of revenues increased to 15.7% for the six months ended June 30, 2013 as compared to 14.7% for the six months ended June 30, 2012. These increases were primarily due to the impact of higher revenues and a result of overall performance improvements in the Natural Gas and Pipeline Infrastructure Services segment during the six months ended June 30, 2013 as compared to the six months ended June 30, 2012, which were negatively impacted by increased project costs as a result of performance issues caused by adverse weather conditions on certain projects that did not recur to the same extent during the first quarter of 2013.

Selling, general and administrative expenses. Selling, general and administrative expenses increased \$29.4 million, or 14.4%, to \$232.7 million for the six months ended June 30, 2013. The increase was primarily attributable to approximately \$24.4 million in higher salary and incentive compensation costs associated with increased levels of operating activity and profitability. Included in this increase in compensation costs was approximately \$4.3 million of expense related to the accelerated vesting of equity-based awards associated with the retirement of Quanta's Executive Chairman of the Board of Directors in the second quarter of 2013. Also contributing to the overall increase in selling, general and administrative expenses was approximately \$2.9 million in higher costs associated with Quanta's ongoing technology and business development initiatives. Selling, general and administrative expenses as a percentage of revenues increased slightly from 7.5% for the six months ended June 30, 2012 to 7.6% for the six months ended June 30, 2013.

Amortization of intangible assets. Amortization of intangible assets decreased \$8.1 million to \$10.4 million for the six months ended June 30, 2013. This decrease was primarily due to reduced amortization expense from previously acquired intangible assets as certain of these assets became fully amortized, partially offset by increased amortization of intangibles associated with a small business acquired during the first quarter of 2013.

Interest expense. Interest expense decreased \$0.5 million to \$1.0 million for the six months ended June 30, 2013 as compared to the six months ended June 30, 2012 primarily due to credit facility borrowings outstanding during the three months ended June 30, 2012. There were no credit facility borrowings in the six months ended June 30, 2013.

Interest income. Interest income was \$1.1 million and \$0.8 million for the six months ended June 30, 2013 and June 30, 2012. This slight increase was due to higher average cash balances during the six months ended June 30, 2013 compared to the six months ended June 30, 2012, the impact of which was partially offset by lower interest rates.

Provision for income taxes. The provision for income taxes was \$84.1 million for the six months ended June 30, 2013, with an effective tax rate of 35.7%. The provision for income taxes was \$63.9 million for the six months ended June 30, 2012, with an effective tax rate of 36.3%. The lower effective tax rate for the six months ended June 30, 2013 was primarily due to a higher proportion of income before taxes earned from international jurisdictions, which are taxed at lower statutory rates.

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Segment Results

The following table sets forth segment revenues and segment operating income for the periods indicated (dollars in thousands):

	Three Months Ended June 30,				Six Months Ended June 30,			
	2013		2012		2013		2012	
Revenues:								
Electric Power	\$1,046,379	71.0%	\$1,006,073	72.5%	\$2,227,362	72.8%	\$1,938,286	71.4%
Natural Gas and Pipeline	385,942	26.2	337,595	24.4	744,874	24.3	694,562	25.6
Fiber Optic Licensing and Other	42,056	2.8	42,494	3.1	87,851	2.9	82,078	3.0
Consolidated revenues from external customers	<u>\$1,474,377</u>	<u>100.0%</u>	<u>\$1,386,162</u>	<u>100.0%</u>	<u>\$3,060,087</u>	<u>100.0%</u>	<u>\$2,714,926</u>	<u>100.0%</u>
Operating income:								
Electric Power	\$ 120,809	11.5%	\$ 110,735	11.0%	\$ 253,359	11.4%	\$ 224,949	11.6%
Natural Gas and Pipeline	27,644	7.2	15,055	4.5	38,001	5.1	4,520	0.7
Fiber Optic Licensing and Other	14,301	34.0	15,423	36.3	31,184	35.5	29,963	36.5
Corporate and non-allocated costs	(45,580)	N/A	(42,868)	N/A	(86,079)	N/A	(82,296)	N/A
Consolidated operating income	<u>\$ 117,174</u>	<u>7.9%</u>	<u>\$ 98,345</u>	<u>7.1%</u>	<u>\$ 236,465</u>	<u>7.7%</u>	<u>\$ 177,136</u>	<u>6.5%</u>

Three months ended June 30, 2013 compared to the three months ended June 30, 2012

Electric Power Infrastructure Services Segment Results

Revenues for this segment increased \$40.3 million, or 4.0%, to \$1.05 billion for the three months ended June 30, 2013. Revenues were positively impacted by increased activity from electric power transmission and distribution projects, which resulted primarily from increased capital spending by our customers. Revenues from emergency restoration services increased by approximately \$13.6 million to approximately \$26.1 million in the second quarter of 2013 from approximately \$12.5 million in the second quarter of 2012. These increases were partially offset by lower revenues related to renewable energy projects as certain projects neared completion during the second quarter of 2013 with limited new awards.

Operating income increased \$10.1 million, or 9.1%, to \$120.8 million for the three months ended June 30, 2013. The increase in operating income was primarily due to the increase in segment revenues described above. Operating income as a percentage of segment revenues increased to 11.5% for the quarter ended June 30, 2013 from 11.0% for the quarter ended June 30, 2012. The increase in operating margin was primarily due to higher margins recognized on certain renewable projects that were completed during the current quarter as compared with margins on renewable projects completed during the second quarter of 2012. These higher margins were partially offset by lower margins earned on certain major transmission projects that were ongoing during the second quarter of 2013 as compared to those that were ongoing during the second quarter of 2012.

Natural Gas and Pipeline Infrastructure Services Segment Results

Revenues for this segment increased \$48.3 million, or 14.3%, to \$385.9 million for the three months ended June 30, 2013. Revenues were higher in the second quarter of 2013 primarily as a result of increased revenues from projects related to unconventional shale developments in certain regions of North America.

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Operating income increased \$12.6 million to \$27.6 million for the quarter ended June 30, 2013 from \$15.1 million for the quarter ended June 30, 2012. Operating income as a percentage of segment revenues increased to 7.2% for the quarter ended June 30, 2013 from 4.5% for the quarter ended June 30, 2012. These increases were primarily due to continued performance improvements and more favorable project conditions as well as the overall increase in segment revenues described above, which improved this segment's ability to cover fixed and overhead costs.

Fiber Optic Licensing and Other Segment Results

Revenues for this segment decreased \$0.4 million, or 1.0%, to \$42.1 million for the three months ended June 30, 2013. This decrease in revenues was primarily due to completion of certain ancillary telecommunications and wireless infrastructure projects which was partially offset by an increase in the volume of work associated with the installation of a statewide fiber optic network in Pennsylvania and from increases in revenues from licensing the right to use point-to-point fiber optic telecommunications facilities as a result of our continued network expansion activities.

Operating income decreased \$1.1 million, or 7.3%, to \$14.3 million for the three months ended June 30, 2013 as compared to the three months ended June 30, 2012, primarily due to higher overhead costs related to salary and incentive compensation, coupled with increased network maintenance costs in the current period. Operating income as a percentage of segment revenues for the quarter ended June 30, 2013 decreased to 34.0% as compared to 36.3% for the quarter ended June 30, 2012, primarily due to the higher overhead costs incurred during the three months ended June 30, 2013.

Corporate and Non-allocated Costs

Certain selling, general and administrative expenses and amortization of intangible assets are not allocated to segments. Corporate and non-allocated costs for the quarter ended June 30, 2013 increased \$2.7 million to \$45.6 million. This increase was primarily a result of approximately \$4.3 million of expense related to the accelerated vesting of equity-based awards associated with the retirement of Quanta's Executive Chairman of the Board of Directors in the second quarter of 2013 and \$1.7 million in higher professional fees associated with ongoing technology and business development initiatives. These increases were partially offset by reduced amortization expense of \$4.2 million from previously acquired intangible assets that became fully amortized.

Six months ended June 30, 2013 compared to the six months ended June 30, 2012

Electric Power Infrastructure Services Segment Results

Revenues for this segment increased \$289.1 million, or 14.9%, to \$2.23 billion for the six months ended June 30, 2013. Revenues were positively impacted by increased activity in electric power transmission and distribution projects, which resulted primarily from increased capital spending by our customers. In addition, revenues from emergency restoration services increased approximately \$14.6 million to approximately \$59.1 million for the six months ended June 30, 2013 as compared to approximately \$44.5 million for the six months ended June 30, 2012.

Operating income increased \$28.4 million, or 12.6%, to \$253.4 million for the six months ended June 30, 2013. The increase in operating income was primarily due to the increase in segment revenues described above. Operating income as a percentage of segment revenues decreased to 11.4% for the six months ended June 30, 2013 from 11.6% for the six months ended June 30, 2012. The decrease in operating margin was primarily due to lower margins earned on certain major transmission projects that were ongoing during the six months ended June 30, 2013 as compared to those ongoing during the six months ended June 30, 2012.

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Natural Gas and Pipeline Infrastructure Services Segment Results

Revenues for this segment increased \$50.3 million, or 7.2%, to \$744.9 million for the six months ended June 30, 2013. Revenues in the six months ended June 30, 2013 increased when compared to the six months ended June 30, 2012, primarily due to increased activity in unconventional shale developments in certain regions of North America.

Operating income increased \$33.5 million to \$38.0 million for the six months ended June 30, 2013 from \$4.5 million for the six months ended June 30, 2012. Operating income as a percentage of segment revenues increased to 5.1% for the six months ended June 30, 2013 from 0.7% for the six months ended June 30, 2012. These increases were primarily due to continued performance improvements in project execution and the overall increase in segment revenues described above, which improved this segment's ability to cover fixed and overhead costs. Operating margins for the six months ended June 30, 2012 were negatively impacted by increased project costs as a result of performance issues caused by adverse weather conditions on certain projects which did not recur to the same extent during the six months ended June 30, 2013.

Fiber Optic Licensing and Other Segment Results

Revenues for this segment increased \$5.8 million, or 7.0%, to \$87.9 million for the six months ended June 30, 2013. This increase in revenues was primarily due to volume of work associated with the installation of a statewide fiber optic network in Pennsylvania and from increased licensing of point-to-point fiber optic telecommunications facilities as a result of our continued network expansion activities. The increase was partially offset by a decrease in revenues related to ancillary telecommunications and wireless infrastructure projects.

Operating income increased \$1.2 million, or 4.1%, to \$31.2 million for the six months ended June 30, 2013 as compared to the six months ended June 30, 2012, primarily due to the revenue increases described above. Operating income as a percentage of segment revenues for the six months ended June 30, 2013 decreased to 35.5% as compared to 36.5% for the six months ended June 30, 2012, primarily due to higher overhead costs incurred during the six months ended June 30, 2013.

Corporate and Non-allocated Costs

Certain selling, general and administrative expenses and amortization of intangible assets are not allocated to segments. Corporate and non-allocated costs for the six months ended June 30, 2013 increased \$3.8 million to \$86.1 million. This increase was primarily a result of approximately \$8.7 million in higher salary and incentive compensation costs associated with increased levels of operating activity and profitability and an additional \$4.3 million of expense related to the accelerated vesting of equity-based awards associated with the retirement of Quanta's Executive Chairman of the Board of Directors in the second quarter of 2013. Also contributing to the overall increase was approximately \$1.3 million in higher professional costs associated with ongoing technology and business development initiatives. These increases were partially offset by reduced amortization expense of \$8.1 million from previously acquired intangible assets that became fully amortized.

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Liquidity and Capital Resources

Cash Requirements

Our cash and cash equivalents totaled \$363.1 million as of June 30, 2013. As of June 30, 2013 and December 31, 2012, cash and cash equivalents in domestic bank accounts were approximately \$211.9 million and \$254.1 million, and cash and cash equivalents held in foreign bank accounts were approximately \$151.2 million and \$140.6 million. We were in compliance with our covenants under our credit facility at June 30, 2013. We anticipate that our cash and cash equivalents on hand, existing borrowing capacity under our credit facility, and our future cash flows from operations will provide sufficient funds to enable us to meet our future operating needs and our planned capital expenditures, as well as facilitate our ability to grow in the foreseeable future.

Our industry is capital intensive, and we expect the need for substantial capital expenditures to continue into the foreseeable future to meet the anticipated demand for our services. Capital expenditures are expected to total \$210 million to \$225 million for 2013, of which we spent approximately \$139.4 million through June 30, 2013. Approximately \$35 million to \$45 million of the expected 2013 capital expenditures are targeted for the expansion of our fiber optic networks.

We also evaluate opportunities for strategic acquisitions from time to time that may require cash, as well as opportunities to make investments in customer-sponsored projects where we anticipate performing services such as project management, engineering, procurement or construction services. These investment opportunities exist in the markets and industries we serve and may require the use of cash in the form of debt or equity investments.

Management continues to monitor the financial markets and general national and global economic conditions. We consider our cash investment policies to be conservative in that we maintain a diverse portfolio of what we believe to be high-quality cash investments with short-term maturities. Accordingly, we do not anticipate that any weakness in the capital markets will have a material impact on the principal amounts of our cash investments or our ability to rely upon our credit facility for funds. To date, we have experienced no loss of or lack of access to our cash or cash equivalents or funds under our credit facility; however, we can provide no assurances that access to our invested cash and cash equivalents or availability under our credit facility will not be impacted in the future by adverse conditions in the financial markets.

Sources and Uses of Cash

As of June 30, 2013, we had cash and cash equivalents of \$363.1 million and working capital of \$1.38 billion. We also had \$179.2 million of letters of credit outstanding and no revolving loans outstanding under our credit facility, with \$520.8 million available for borrowing or issuing new letters of credit under our credit facility.

Operating Activities

Cash flow from operations is primarily influenced by demand for our services and operating margins, but can also be influenced by working capital needs associated with the various types of services that we provide. In particular, working capital needs may increase when we commence large volumes of work under circumstances where project costs, primarily associated with labor, equipment and subcontractors, are required to be paid before the receivables resulting from the work performed are billed and collected. Working capital needs are generally higher during the summer and fall months due to increased demand for our services when favorable weather conditions exist in many of the regions in which we operate. Conversely, working capital assets are typically converted to cash during the winter months. These seasonal trends can be offset by changes in the timing of major projects which can be impacted by project delays or accelerations and other economic factors that may affect customer spending.

Operating activities from continuing operations provided net cash of \$117.8 million during the three months ended June 30, 2013 as compared to \$107.6 million during the three months ended June 30, 2012, and operating

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activities from continuing operations provided net cash of \$161.9 million during the six months ended June 30, 2013 as compared to \$34.2 million during the six months ended June 30, 2012. The increase in cash flows from operating activities from continuing operations for the three months ended June 30, 2013 compared to the three months ended June 30, 2012 was primarily a result of overall improved operating results, partially offset by the effects of transitioning efforts between certain larger electric transmission projects during the period as these projects neared completion and therefore had declining revenues while final billings and retainage balances await settlement, combined with other projects that began during the quarter, with billing milestones not yet having been achieved. The increase in cash flow provided by operating activities from continuing operations during the six months ended June 30, 2013 was primarily a result of the collections on receivables during the first quarter of 2013 attributable to significantly higher levels of emergency restoration services provided in the fourth quarter of 2012 as compared to the fourth quarter of 2011, partially offset by the transitioning efforts described above.

Investing Activities

During the three months ended June 30, 2013, we used net cash in investing activities from continuing operations of \$116.2 million as compared to \$114.3 million in the three months ended June 30, 2012. Investing activities from continuing operations in the second quarter of 2013 included \$81.7 million used for capital expenditures, \$36.1 million used for other investments primarily comprised of \$22.8 million for the strategic expansion of our Natural Gas and Pipeline Infrastructure Services segment capabilities and \$13.3 million related to the capital lease of an internally constructed electric power transmission asset, partially offset by \$2.6 million of proceeds from the sale of equipment. Investing activities from continuing operations in the second quarter of 2012 included \$26.8 million used in connection with acquisitions, \$44.9 million used for capital expenditures and \$48.8 million used for additional investments in unconsolidated affiliates, partially offset by \$6.3 million of proceeds from the sale of equipment.

During the six months ended June 30, 2013, we used net cash in investing activities from continuing operations of \$181.8 million as compared to \$192.3 million in the six months ended June 30, 2012. Investing activities from continuing operations in the six months ended June 30, 2013 included \$139.4 million used for capital expenditures, \$36.1 million used for other investments primarily comprised of \$22.8 million for the strategic expansion of our Natural Gas and Pipeline Infrastructure Services segment capabilities and \$13.3 million related to the capital lease of an internally constructed electric power transmission asset, \$9.5 million used for additional investments in unconsolidated affiliates and \$1.0 million used in connection with acquisitions, partially offset by \$4.1 million of proceeds from the sale of equipment. Investing activities from continuing operations in the six months ended June 30, 2012 included \$68.7 million used in connection with acquisitions, \$76.7 million used for capital expenditures and \$53.8 million used for additional investments in unconsolidated affiliates, partially offset by \$6.9 million of proceeds from the sale of equipment.

Our industry is capital intensive, and we expect the need for substantial capital expenditures to continue into the foreseeable future to meet the anticipated demand for our services. In addition, we expect to continue to pursue strategic acquisitions and investments, although we cannot predict the timing or magnitude of the potential cash outlays for these initiatives.

Financing Activities

During the three months ended June 30, 2013, net cash used by financing activities was \$1.0 million as compared to \$32.8 million provided by financing activities in the three months ended June 30, 2012. Financing activities in the second quarter of 2013 included \$3.9 million of cash payments to noncontrolling interests as distributions of joint venture profits and the positive impact of \$2.6 million related to the tax impact of stock-based equity awards. Financing activities in the second quarter of 2012 included borrowings under the credit facility of \$39.0 million primarily due to increased working capital needs associated with the ramp up of domestic projects during the second quarter of 2012 and \$3.7 million of cash payments to noncontrolling interests as distributions of joint venture profits.

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During the six months ended June 30, 2013, net cash used by financing activities was \$5.9 million as compared to \$33.7 million provided by financing activities in the six months ended June 30, 2012. Financing activities in the six months ended June 30, 2013 included \$9.3 million of cash payments to noncontrolling interests as distributions of joint venture profits and the positive impact of \$2.6 million related to the tax impact of stock-based equity awards. Financing activities in the six months ended June 30, 2012 included borrowings under the credit facility of \$39.0 million primarily due to increased working capital needs associated with the ramp up of domestic projects during the second quarter of 2012 and \$6.2 million of cash payments to noncontrolling interests as distributions of joint venture profits.

Debt Instruments

Credit Facility

We have a credit agreement that provides for a \$700.0 million senior secured revolving credit facility maturing on August 2, 2016. The entire amount of the facility is available for the issuance of letters of credit. Up to \$100.0 million of the facility is available for borrowings and letters of credit in certain alternative currencies in addition to the U.S. dollar. Borrowings under the credit agreement are to be used to refinance existing indebtedness and for working capital, capital expenditures and other general corporate purposes.

As of June 30, 2013, we had approximately \$179.2 million of letters of credit issued and no outstanding borrowings under the credit facility. The remaining \$520.8 million was available for borrowings or issuing new letters of credit. Amounts borrowed under the credit agreement in U.S. dollars bear interest, at our option, at a rate equal to either (a) the Eurocurrency Rate (as defined in the credit agreement) plus 1.25% to 2.50%, as determined based on our Consolidated Leverage Ratio (as described below), plus, if applicable, any Mandatory Cost (as defined in the credit agreement) required to compensate lenders for the cost of compliance with certain European regulatory requirements, or (b) the Base Rate (as described below) plus 0.25% to 1.50%, as determined based on our Consolidated Leverage Ratio. Amounts borrowed under the credit agreement in any currency other than U.S. dollars bear interest at a rate equal to the Eurocurrency Rate plus 1.25% to 2.50%, as determined based on our Consolidated Leverage Ratio, plus, if applicable, any Mandatory Cost. Standby letters of credit issued under the credit agreement are subject to a letter of credit fee of 1.25% to 2.50%, based on our Consolidated Leverage Ratio, and Performance Letters of Credit (as defined in the credit agreement) issued under the credit agreement in support of certain contractual obligations are subject to a letter of credit fee of 0.75% to 1.50%, based on our Consolidated Leverage Ratio. We are also subject to a commitment fee of 0.20% to 0.45%, based on our Consolidated Leverage Ratio, on any unused availability under the credit agreement. The Consolidated Leverage Ratio is the ratio of our total funded debt to Consolidated EBITDA (as defined in the credit agreement). For purposes of calculating both the Consolidated Leverage Ratio and the maximum senior debt to Consolidated EBITDA ratio discussed below, total funded debt and total senior debt are reduced by all cash and Cash Equivalents (as defined in the credit agreement) held by us in excess of \$25.0 million. The Base Rate equals the highest of (i) the Federal Funds Rate (as defined in the credit agreement) plus 1/2 of 1%, (ii) Bank of America's prime rate and (iii) the Eurocurrency Rate plus 1.00%.

Subject to certain exceptions, the credit agreement is secured by substantially all of our assets and the assets of our wholly owned U.S. subsidiaries, and by a pledge of all of the capital stock of our wholly owned U.S. subsidiaries and 65% of the capital stock of our direct foreign subsidiaries and the direct foreign subsidiaries of our wholly owned U.S. subsidiaries. Our wholly owned U.S. subsidiaries also guarantee the repayment of all amounts due under the credit agreement. Subject to certain conditions, at any time we maintain a corporate credit rating that is BBB- (stable) or higher by Standard & Poor's Rating Services and a corporate family rating that is Baa3 (stable) or higher by Moody's Investors Services, all collateral will be automatically released from these liens.

The credit agreement contains certain covenants, including a maximum Consolidated Leverage Ratio and a minimum interest coverage ratio, in each case as specified in the credit agreement. The credit agreement also contains a maximum senior debt to Consolidated EBITDA ratio, as specified in the credit agreement, that will be

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in effect at any time that the collateral securing the credit agreement has been and remains released. The credit agreement limits certain acquisitions, mergers and consolidations, indebtedness, capital expenditures, asset sales and prepayments of indebtedness and, subject to certain exceptions, prohibits liens on assets. The credit agreement also includes limits on the payment of dividends and stock repurchase programs in any fiscal year except those payments or other distributions payable solely in capital stock. As of June 30, 2013, we were in compliance with all of the covenants in the credit agreement.

The credit agreement provides for customary events of default and includes cross-default provisions with our underwriting, continuing indemnity and security agreement with our sureties and all of our other debt instruments exceeding \$30.0 million in borrowings or availability. If an event of default (as defined in the credit agreement) occurs and is continuing, on the terms and subject to the conditions set forth in the credit agreement, amounts outstanding under the credit agreement may be accelerated and may become or be declared immediately due and payable.

Off-Balance Sheet Transactions

As is common in our industry, we have entered into certain off-balance sheet arrangements in the ordinary course of business that result in risks not directly reflected in our balance sheets. Our significant off-balance sheet transactions include liabilities associated with non-cancelable operating leases, letter of credit obligations, commitments to expand our fiber optic networks, commitments to purchase equipment, surety guarantees, multi-employer pension plan liabilities and obligations relating to our joint venture arrangements. Certain joint venture structures involve risks not directly reflected in our balance sheets. For certain joint ventures, we have guaranteed all of the obligations of the joint venture under a contract with the customer. Additionally, other joint venture arrangements qualify as a general partnership, for which we are jointly and severally liable for all of the obligations of the joint venture. In our joint venture arrangements, each joint venturer indemnifies the other party for any liabilities incurred in excess of the liabilities such other party is obligated to bear under the respective joint venture agreement. Other than as previously discussed, we have not engaged in any material off-balance sheet financing arrangements through special purpose entities, and we have no material guarantees of the work or obligations of third parties.

Leases

We enter into non-cancelable operating leases for many of our facility, vehicle and equipment needs. These leases allow us to conserve cash by paying a monthly lease rental fee for use of facilities, vehicles and equipment rather than purchasing them. We may decide to cancel or terminate a lease before the end of its term, in which case we are typically liable to the lessor for the remaining lease payments under the term of the lease.

We have guaranteed the residual value of the underlying assets under certain of our equipment operating leases at the date of termination of such leases. We have agreed to pay any difference between this residual value and the fair market value of each underlying asset as of the lease termination date. As of June 30, 2013, the maximum guaranteed residual value was approximately \$250.4 million. We believe that no significant payments will be made as a result of the difference between the fair market value of the leased equipment and the guaranteed residual value. However, there can be no assurance that future significant payments will not be required.

Letters of Credit

Certain of our vendors require letters of credit to ensure reimbursement for amounts they are disbursing on our behalf, such as to beneficiaries under our self-funded insurance programs. In addition, from time to time, certain customers require us to post letters of credit to ensure payment to our subcontractors and vendors under those contracts and to guarantee performance under our contracts. Such letters of credit are generally issued by a bank or similar financial institution, typically pursuant to our credit facility. Each letter of credit commits the

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issuer to pay specified amounts to the holder of the letter of credit if the holder demonstrates that we have failed to perform specified actions. If this were to occur, we would be required to reimburse the issuer of the letter of credit. Depending on the circumstances of such a reimbursement, we may also be required to record a charge to earnings for the reimbursement. We do not believe that it is likely that any material claims will be made under a letter of credit in the foreseeable future.

As of June 30, 2013, we had \$179.2 million in letters of credit outstanding under our credit facility primarily to secure obligations under our casualty insurance program. These are irrevocable stand-by letters of credit with maturities generally expiring at various times throughout 2013 and 2014. Upon maturity, it is expected that the majority of these letters of credit will be renewed for subsequent one-year periods.

Performance Bonds and Parent Guarantees

Many customers, particularly in connection with new construction, require us to post performance and payment bonds issued by a financial institution known as a surety. These bonds provide a guarantee to the customer that we will perform under the terms of a contract and that we will pay subcontractors and vendors. If we fail to perform under a contract or to pay subcontractors and vendors, the customer may demand that the surety make payments or provide services under the bond. We must reimburse the surety for any expenses or outlays it incurs. Under our underwriting, continuing indemnity and security agreement with our sureties and with the consent of our lenders under our credit facility, we have granted security interests in certain of our assets to collateralize our obligations to the sureties. Subject to certain conditions and consistent with terms of our credit facility, these security interests will be automatically released if we maintain a corporate credit rating that is BBB- (stable) or higher by Standard & Poor's Rating Services and a corporate family rating that is Baa3 (stable) or higher by Moody's Investors Services. We may be required to post letters of credit or other collateral in favor of the sureties or our customers in the future. Posting letters of credit in favor of the sureties or our customers would reduce the borrowing availability under our credit facility. To date, we have not been required to make any reimbursements to our sureties for bond-related costs. We believe that it is unlikely that we will have to fund significant claims under our surety arrangements in the foreseeable future. As of June 30, 2013, the total amount of outstanding performance bonds was approximately \$2.33 billion, and the estimated cost to complete these bonded projects was approximately \$497.8 million.

From time to time, we guarantee the obligations of our wholly owned subsidiaries, including obligations under certain contracts with customers, certain lease obligations, certain joint venture arrangements and, in some states, obligations in connection with obtaining contractors' licenses. We are not aware of any material obligations for performance or payment asserted against us under any of these guarantees.

Contractual Obligations

As of June 30, 2013, our future contractual obligations are as follows (in thousands):

	Total	Remainder of 2013	2014	2015	2016	2017	Thereafter
Operating lease obligations	\$ 91,947	\$ 13,345	\$ 21,578	\$ 17,042	\$ 13,442	\$ 8,754	\$ 17,786
Equipment purchase commitments	16,522	16,522	—	—	—	—	—
Capital commitments related to investments in unconsolidated affiliates	8,933	8,933	—	—	—	—	—
Committed capital expenditures for fiber optic networks under contracts with customers	28,310	19,443	8,867	—	—	—	—
Total	<u>\$ 145,712</u>	<u>\$ 58,243</u>	<u>\$ 30,445</u>	<u>\$ 17,042</u>	<u>\$ 13,442</u>	<u>\$ 8,754</u>	<u>\$ 17,786</u>

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The committed capital expenditures for fiber optic networks represent commitments related to signed contracts with customers. The amounts are estimates of costs required to build the networks under contract. The actual capital expenditures related to building the networks could vary materially from these estimates. We have also committed capital for the expansion of our vehicle fleet in order to accommodate manufacturer lead times on certain types of vehicles. As of June 30, 2013, production orders for approximately \$16.5 million had been issued with delivery dates expected to occur throughout 2013. Although we have committed to the purchase of these vehicles at the time of their delivery, we intend that these orders will be assigned to third party leasing companies and made available to us under certain of our master equipment lease agreements, which will release us from our capital commitment. The capital commitment related to investment in unconsolidated affiliates refers primarily to a capital commitment with HEP for planned midstream expansion projects and is expected to be funded in the third and fourth quarters of 2013.

As of June 30, 2013, the total unrecognized tax benefits related to uncertain tax positions was \$55.7 million. Although the Internal Revenue Service completed its examination related to calendar year 2009 during 2012, certain of our subsidiaries remain under examination by various state and Canadian tax authorities for multiple periods, and the amount of unrecognized tax benefits could therefore increase or decrease as a result of the expiration of certain statutes of limitations or settlements of these audits. We believe it is reasonably possible that within the next 12 months unrecognized tax benefits may decrease up to \$11.5 million due to the expiration of certain statutes of limitations or settlements of the audits.

The previously presented table of estimated contractual obligations does not reflect obligations under the multi-employer pension plans in which our union employees participate. Several of our operating units are parties to various collective bargaining agreements that require us to provide to the employees subject to these agreements specified wages and benefits, as well as to make contributions to multi-employer pension plans. Our multi-employer pension plan contribution rates generally are specified in the collective bargaining agreements (usually on an annual basis), and contributions are made to the plans on a "pay-as-you-go" basis based on our union employee payrolls. Our obligations for contributions to multi-employer pension plans cannot be determined for future periods because the location and number of union employees that we have employed at any given time and the plans in which they may participate vary depending on the projects we have ongoing at any time and the need for union resources in connection with those projects.

We may also have additional liabilities imposed by law as a result of our participation in multi-employer defined benefit pension plans. The Employee Retirement Income Security Act of 1974, as amended by the Multi-Employer Pension Plan Amendments Act of 1980, imposes certain liabilities upon employers who are contributors to a multi-employer plan if the employer withdraws from the plan or the plan is terminated or experiences a mass withdrawal. These liabilities include an allocable share of the unfunded vested benefits in the plan for all plan participants, not merely the benefits payable to a contributing employer's own retirees. Other than as noted below, we are not aware of any material amounts of withdrawal liability that have been or are expected to be incurred as a result of a withdrawal by any of our operating units from any multi-employer defined benefit pension plans.

We may also be required to make additional contributions to our multi-employer pension plans if they become underfunded, and these additional contributions will be determined based on our union employee payrolls. The Pension Protection Act of 2006 added special funding and operational rules generally applicable to plan years beginning after 2007 for multi-employer plans that are classified as "endangered," "seriously endangered" or "critical" status. Plans in these classifications must adopt measures to improve their funded status through a funding improvement or rehabilitation plan, as applicable, which may require additional contributions from employers (which may take the form of a surcharge on benefit contributions) and/or modifications to retiree benefits. A number of multi-employer plans to which our operating units contribute or may contribute in the future are in "endangered," "seriously endangered" or "critical" status. The amount of additional funds, if any, that we may be obligated to contribute to these plans in the future cannot be reasonably estimated and is not

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included in the above table due to uncertainty of the future levels of work that require the specific use of the union employees covered by these plans, as well as the future contribution levels and possible surcharges on contributions applicable to these plans.

We recorded a partial withdrawal liability of approximately \$32.6 million in the fourth quarter of 2011 related to the withdrawal by certain of our subsidiaries from the Central States, Southeast and Southwest Areas Pension Plan (the Central States Plan). The partial withdrawal liability we recognized was based on estimates received from the Central States Plan during 2011 for a complete withdrawal by all of our subsidiaries participating in the Central States Plan. During the third quarter of 2012, the Central States Plan provided an estimate of the potential withdrawal liability, indicating that the withdrawal liability is approximately \$32.8 million based on a partial withdrawal in the fourth quarter of 2011, approximately \$39.7 million based on a partial withdrawal in the first quarter of 2012, or approximately \$40.1 million based upon a complete withdrawal in 2012. However, we continue to dispute the assertions of the Central States Plan regarding the effective date of the withdrawal.

We expect to receive a formal assessment of the partial withdrawal liability from the Central States Plan and may seek to challenge and further negotiate the assessment at that time. As a result, the final partial withdrawal liability cannot yet be determined with certainty and could be materially higher or lower than the charges we have recognized. Following the formal assessment, we will be required to pay the assessed amount over a period of years, although the number of years is not certain and we may also negotiate a lump-sum payment. As a result of these various factors, the estimated partial withdrawal liability of \$32.6 million has not been included in the Contractual Obligations table. For additional information regarding the partial withdrawal liability, see Note 9 of the Notes to Condensed Consolidated Financial Statements in Item 1. "Financial Statements."

Also excluded from the Contractual Obligations table is interest associated with letters of credit fees and commitment fees under our credit facility because the outstanding letters of credit, availability and applicable interest rates and fees are variable. For additional information regarding the interest rates under our credit facility, see Note 6 of the Notes to Condensed Consolidated Financial Statements in Item 1. "Financial Statements." We have also excluded additional capital commitments associated with investments in unconsolidated affiliates related to planned midstream infrastructure projects of approximately \$14.0 million from the Contractual Obligations table because we are unable to determine the timing of these capital commitments but anticipate them to be paid before the end of 2015. As specific amounts of capital commitments and their timing are determined, we will reflect such amounts in the Contractual Obligations table.

Self-Insurance

We are insured for employer's liability, general liability, auto liability and workers' compensation claims. Since August 1, 2009, policy deductible levels are \$5.0 million per occurrence, other than employer's liability, which is subject to a deductible of \$1.0 million. We also have employee health care benefit plans for most employees not subject to collective bargaining agreements, of which the primary plan is subject to a deductible of \$375,000 per claimant per year.

Losses under all of these insurance programs are accrued based upon our estimate of the ultimate liability for claims reported and an estimate of claims incurred but not reported, with assistance from third-party actuaries. These insurance liabilities are difficult to assess and estimate due to unknown factors, including the severity of an injury, the extent of damage, the determination of our liability in proportion to other parties and the number of incidents not reported. The accruals are based upon known facts and historical trends, and management believes such accruals are adequate. As of June 30, 2013 and December 31, 2012, the gross amount accrued for insurance claims totaled \$160.6 million and \$160.8 million, with \$118.7 million and \$120.2 million considered to be long-term and included in other non-current liabilities. Related insurance recoveries/receivables as of June 30, 2013 and December 31, 2012 were \$12.8 million and \$22.2 million, of which \$1.1 million and \$2.3 million are included in prepaid expenses and other current assets and \$11.7 million and \$19.9 million are included in other assets, net.

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We renew our insurance policies on an annual basis, and therefore deductibles and levels of insurance coverage may change in future periods. In addition, insurers may cancel our coverage or determine to exclude certain items from coverage, or we may elect not to obtain certain types or incremental levels of insurance if we believe that the cost to obtain such coverage exceeds the additional benefits obtained. In any such event, our overall risk exposure would increase, which could negatively affect our results of operations, financial condition and cash flows.

Concentration of Credit Risk

We are subject to concentrations of credit risk related primarily to our cash and cash equivalents and our accounts receivable, including amounts related to unbilled accounts receivable and costs and estimated earnings in excess of billings on uncompleted contracts. Substantially all of our cash investments are managed by what we believe to be high credit quality financial institutions. In accordance with our investment policies, these institutions are authorized to invest this cash in a diversified portfolio of what we believe to be high quality investments, which primarily include interest-bearing demand deposits, money market mutual funds and investment grade commercial paper with original maturities of three months or less. Although we do not currently believe the principal amount of these investments is subject to any material risk of loss, changes in economic conditions could impact the interest income we receive from these investments. In addition, we grant credit under normal payment terms, generally without collateral, to our customers, which include electric power, natural gas and oil pipeline companies, governmental entities, general contractors, and builders, owners and managers of commercial and industrial properties located primarily in the United States and Canada. Consequently, we are subject to potential credit risk related to changes in business and economic factors throughout the United States and Canada, which may be heightened as a result of uncertain economic and financial market conditions that have existed in recent years. However, we generally have certain statutory lien rights with respect to services provided. Historically, some of our customers have experienced significant financial difficulties, and others may experience financial difficulties in the future. These difficulties expose us to increased risk related to collectability of billed and unbilled receivables and costs and estimated earnings in excess of billings on uncompleted contracts for services we have performed.

As of June 30, 2013, two customers accounted for approximately 19% and 12% of consolidated billed and accrued accounts receivable. As of December 31, 2012, two customers accounted for approximately 16% and 11% of consolidated billed and accrued accounts receivable. The services provided to these customers relate primarily to our Electric Power Infrastructure Services segment. Substantially all of the balance for the customer with 12% and 11% of consolidated billed and accrued accounts receivable at June 30, 2013 and December 31, 2012 relates to one project that incurred delays during the early part of the construction phase and was later accelerated by the customer, resulting in a significant change order. Revenues associated with this change order were accrued and recognized as a component of costs and estimated earnings in excess of billings on uncompleted contracts. During the second quarter of 2013, we engaged in formal discussions with the customer regarding this change order pursuant to an agreed structured negotiation process and further responded to the customer's request for additional documentation. We currently expect this stage of the process to continue into the fourth quarter of 2013 and that the ultimate resolution of this matter will not have a material adverse effect on our consolidated financial position, results of operations or cash flows. For the three and six months ended June 30, 2013, one customer accounted for approximately 10% and 12% of consolidated revenues. The services provided to this customer relate primarily to Quanta's Electric Power Infrastructure Services segment. No other customers represented 10% or more of revenues for the three and six months ended June 30, 2013 and 2012 or of billed and accrued accounts receivable as of June 30, 2013 and December 31, 2012.

Litigation and Claims

We are from time to time 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 and/or property damages, employment-related damages, punitive damages, civil penalties or other losses, or injunctive or declaratory relief. With respect to all such lawsuits, claims and proceedings, we record a reserve when it is probable that a liability has been incurred and the amount of loss can

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be reasonably estimated. In addition, we disclose matters for which management believes a material loss is at least reasonably possible. See Note 9 of the Notes to Condensed Consolidated Financial Statements in Item 1, "Financial Statements" for additional information regarding litigation and claims.

Related Party Transactions

In the normal course of business, we enter into transactions from time to time with related parties. These transactions typically take the form of facility leases with prior owners of certain acquired companies.

New Accounting Pronouncements

Adoption of New Accounting Pronouncements.

On January 1, 2013, we adopted an update that gives entities an option to first assess qualitative factors to determine whether the existence of events and circumstances indicate that it is more likely than not that its indefinite-lived intangible assets are impaired. If, based on its qualitative assessment, an entity concludes that it is more likely than not that the fair value of its indefinite-lived intangible assets is less than their carrying amount, quantitative impairment testing is required. However, if an entity concludes otherwise, quantitative impairment testing is not required. We do not expect that the adoption of this standard will have a material effect on our consolidated financial statements.

Accounting Standards Not Yet Adopted.

There were no significant accounting pronouncements issued but not yet adopted as of June 30, 2013.

Outlook

We currently see growth opportunities across all the industries we serve. However, we and our customers continue to operate in an uncertain business environment, with gradual improvement in the economy and continuing uncertainty in the marketplace. Our customers are also facing stringent regulatory and environmental requirements as they implement projects to enhance and expand their infrastructure. These economic and regulatory factors have negatively affected our results in the past and may continue to create some uncertainty as to the timing of anticipated customer spending. We believe that our financial and operational strengths will enable us to manage these challenges and uncertainties, and we remain optimistic about our near-term and long-term opportunities.

Electric Power Infrastructure Services Segment

The North American electric grid is aging and requires significant upgrades and maintenance to meet current and future demands for power. Over the past several years, many utilities across North America have begun to implement plans to improve their transmission systems, improve reliability and reduce congestion, and new construction, structure change-outs, line upgrades and maintenance projects on many transmission systems are occurring or are planned to occur. In addition, state renewable portfolio standards, which set required or voluntary standards for how much power is to be generated from renewable energy sources, can result in the need for additional transmission lines and substations to transport the power from these facilities, which are often in remote locations, to demand centers. Other factors, such as the reliability standards issued by the North American Electric Reliability Corporation (NERC) and other regulatory actions, are also driving transmission system upgrades and expansions. We believe these factors create significant opportunities for our transmission infrastructure services.

We believe that utilities remain committed to the expansion and strengthening of their transmission infrastructure with planning, engineering and funding for many of their projects in place. The regulatory and environmental permitting processes remain a hurdle for some proposed transmission and renewable energy

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projects, and these factors continue to create uncertainty as to timing of this spending. The timing and scope of projects can also be affected by other factors such as siting, right-of-way and unfavorable economic and market conditions. We anticipate many of these issues to be overcome and spending on transmission projects to be active over the next few years. We currently have a number of these projects underway, and we expect this segment's backlog to remain strong throughout the remainder of 2013 and into 2014.

Several existing, pending or proposed legislative or regulatory actions may also positively affect demand for the services provided by this segment in the long term, particularly in connection with electric power infrastructure and renewable energy spending. For example, legislative or regulatory action that alleviates some of the siting and right-of-way challenges that impact transmission projects would potentially accelerate future transmission line construction. We also anticipate increased infrastructure spending by our customers as a result of legislation requiring the power industry to meet federal reliability standards for its transmission and distribution systems and providing incentives to the industry to invest in and improve maintenance on its systems. Developments in environmental regulations concerning fossil fuel power generation plants are expected to result in the need to retire or upgrade older coal-fired generation facilities to comply with new environmental and emission rules. Much of the electricity previously generated from retired coal-fired generation facilities is expected to be replaced over the coming years by newly developed natural gas-fired generation facilities. We believe this "coal to gas" dynamic may require old transmission lines to be updated, rebuilt or replaced with higher voltage transmission infrastructure as well as the construction of new transmission infrastructure to connect new natural gas-fired generation facilities to the grid. The Federal Energy Regulatory Commission (FERC) issued FERC Order No. 1000 to promote more efficient and cost-effective development of new transmission facilities. The order establishes transmission planning and cost allocation requirements intended to facilitate multi-state electric transmission lines and to encourage competition by removing, under certain conditions, federal rights of first refusal from FERC-approved tariffs and agreements. We believe FERC Order No. 1000, which was affirmed by FERC in May 2012 with the issuance of FERC Order No. 1000-A, will have a favorable impact on electric transmission line development, although the impact of its implementation is not expected to occur for several years.

We benefited from increases in distribution spending throughout 2011, 2012 and thus far in 2013, despite continued economic and political uncertainties. However, as a result of reduced spending by utilities on their distribution systems during 2009 and 2010, combined with the need to meet reliability requirements, we believe there is an ongoing need for utilities to resume sustained investment in their distribution systems in order to properly maintain their systems. We also anticipate that utilities will continue to integrate "smart grid" technologies into their transmission and distribution systems over time to improve grid management and create efficiencies. Development and installation of smart grid technologies and other energy efficiency initiatives have benefited from stimulus funding under the ARRA, as well as the implementation of grid management initiatives by utilities and the desire by consumers for more efficient energy use.

The economic feasibility of renewable energy projects, and therefore, the attractiveness of investment in the projects, may depend on the availability of tax incentive programs or the ability of the project developer to take advantage of such incentives, and there is no assurance that the government will extend existing tax incentives or create new incentive or funding programs in the future. Although we see additional developments of renewable energy projects, primarily utility-scale solar facilities which could create increased opportunities for our engineering, procurement and construction services, we believe there is some uncertainty with these projects advancing towards award and construction.

Several industry and market trends are also prompting customers in the electric power industry to seek outsourcing partners. These trends include an aging utility workforce, increasing costs and labor availability issues. We believe the economic recession in the United States slowed employee retirements by many utility workers, causing the growth trend in outsourcing to temporarily pause. As the economy and financial markets continue to recover, we believe utility employee retirements could return to normal levels, which should result in an increase in outsourcing opportunities. The need to ensure available labor resources for larger projects also drives strategic relationships with customers.

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Natural Gas and Pipeline Infrastructure Services Segment

We see growth opportunities in our natural gas and oil pipeline operations, primarily in the installation and maintenance of mainline pipe, gathering systems and related facilities, as well as pipeline integrity and specialty services such as horizontal directional drilling. We believe opportunities for this segment exist as a result of the increase in the ongoing development of unconventional shale formations that produce natural gas, natural gas liquids and/or crude oil, as well as the development of Canadian oil sands, which will require the construction of mainline pipe infrastructure to connect production with demand centers and the development of midstream gathering infrastructure within areas of production. We also believe the goals of clean energy and energy independence for North America, as well as more stringent environmental regulations, will make abundant, low-cost natural gas the fuel of choice versus coal for power generation over time, creating the need for continued investment in natural gas infrastructure. We believe our position as a leading provider of mainline pipe and gathering system infrastructure services in North America will allow us to capitalize on these opportunities.

The natural gas and oil pipeline industry is cyclical and subject to volatility as a result of fluctuations in natural gas, natural gas liquids and oil prices. In the past, sustained periods of low prices for these products have negatively impacted the development of these natural resources and related infrastructure. In addition, environmental scrutiny, stringent regulatory requirements and cumbersome permitting processes have caused delays in some mainline pipe projects during the past several years. These dynamics resulted in below average mainline pipe construction opportunities for us and the industry in 2011 and 2012.

The lack of mainline pipe opportunities in 2011 and 2012 negatively impacted our natural gas and pipeline segment margins, in part as a result of our inability to cover certain fixed costs. Margins for mainline pipe projects are also subject to significant performance risk, which can arise from adverse weather conditions, challenging geography, customer decisions and crew productivity. Our specific opportunities in the mainline pipe business are sometimes difficult to predict because of the seasonality of the bidding and construction cycles within the industry.

A number of large mainline pipe projects are proposed from the Canadian oil sands and U.S. shale developments to refineries and other demand centers. Many of these projects are still developing, though several mainline projects have been awarded to various pipeline construction contractors, including Quanta. While there is risk that some of these projects will not occur or could be delayed, we are encouraged by these proposed mainline pipe development plans and the progression of some mainline projects being awarded to contractors, which could create an improved and favorable mainline pipe market in late 2013 and 2014 for us and the industry. We believe we will gain more visibility into this evolving dynamic during the remainder of 2013.

To address some of the cyclical nature of the mainline pipe business, we have diversified our service offerings for the segment by focusing on midstream gathering infrastructure opportunities. We have increased our presence in areas where unconventional shale formations are located, including through the establishment of offices in several areas, to better position us to successfully pursue projects associated with midstream gathering infrastructure development. The relatively consistent nature of this work could offset some of the cyclical nature of the mainline pipe business while also providing us growth opportunities. We see steady activity and more opportunities in the liquid-rich unconventional shales and are strategically focusing our efforts to provide services for midstream gathering systems in these shales.

We also see growth potential in some of our other pipeline services. The U.S. Department of Transportation has implemented significant regulatory legislation through the Pipeline and Hazardous Materials Safety Administration relating to pipeline integrity requirements that we expect will increase the demand for our pipeline integrity, rehabilitation and replacement services over the long-term. As pipeline integrity testing requirements increase in stringency and frequency, we believe more information will be gathered about the condition of the nation's pipeline infrastructure and will result in an increase in spending by our customers on pipeline integrity initiatives. We also operate an engineering, research and development business that develops

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and owns pipeline inspection tools, enhancing our pipeline integrity offerings. We believe that our ability to offer a complete pipeline integrity turnkey solution to pipeline companies and gas utilities provides us an advantageous position in providing these services to our customers. We are also experiencing an increase in demand for our natural gas distribution services as a result of continuing improvement in economic conditions and lower natural gas prices.

Overall, we are optimistic about this segment's operations going forward. We continue to believe that mainline pipe opportunities can provide strong profitability, although these projects and the profits they generate are often subject to more cyclicality than our other service offerings. We have also taken steps to diversify our operations in this segment through other services, such as pipeline integrity and gathering system opportunities, and to restructure our gas distribution operations to improve margins. We believe these measures, together with the potential for mainline pipe opportunities, will position us for profitable growth in this segment over the long-term.

Fiber Optic Licensing and Other Segment

Our Fiber Optic Licensing and Other segment is experiencing growth primarily through geographic expansion, with a focus on markets where secure high-speed networks are important, such as markets where enterprises, communications carriers, educational, financial services and healthcare institutions are prevalent. We continue to see opportunities for growth both in the markets we currently serve and new markets. The education market, which comprises a significant portion of this segment's revenue, has been negatively impacted over the last few years by challenging economic conditions and budgetary constraints. These constraints eased through the end of 2012, and we currently see spending patterns providing renewed opportunities for growth. However, expanding the markets we serve continues to create competitive pressure which may impact this segment's prospects for future growth. Our Fiber Optic Licensing and Other segment typically generates higher margins than our other operations, but we can give no assurance that the Fiber Optic Licensing and Other segment margins will continue at historical levels. Additionally, we anticipate the need for continued capital expenditures to support the build-out of our networks and growth of this business. The Fiber Optic Licensing and Other segment also provides various telecommunications infrastructure services on a limited and ancillary basis, primarily to our customers in the electric power industry. Due to the disposition of our telecommunications subsidiaries, telecommunications services are no longer a strategic priority for us. We will continue to provide these services to utility customers on an as needed basis. However, we believe that expected increases in this segment's revenues associated with fiber optic licensing services could be offset by decreases in other telecommunications infrastructure service revenues.

Conclusion

We continue to see growth opportunities in all of the industry segments we serve, despite continuing challenges from restrictive regulatory requirements and uncertain economic conditions. We are benefiting from utilities' increased spending on projects to upgrade and expand their electric power transmission infrastructure to improve system reliability and to deliver renewable electricity from new generation sources to demand centers. Favorable industry legislation is also creating incentives and a positive environment for utilities to invest in their electrical infrastructure, in particular for transmission infrastructure. Additional environmental regulations concerning fossil fuel power generation emissions create opportunities for transmission lines to be updated, rebuilt or replaced due to "coal to gas" facility replacements. We also expect utilities to outsource more of their work to companies like us, due in part to their aging workforce issues. We believe that we remain the partner of choice for many utilities in need of broad infrastructure expertise, specialty equipment and workforce resources.

We believe that we are one of the largest full-service providers of natural gas and oil pipeline infrastructure services in North America, which positions us to leverage opportunities driven by the development and production of resources from North American unconventional shale developments and the Canadian oil sands. Development activity in liquid-rich shale areas is strong, increasing the need for gathering system infrastructure, and we are seeing encouraging indications that mainline pipe project activity is increasing in 2013 and could

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continue to increase in 2014. We also believe that our strategy to pursue midstream gathering system opportunities in liquid-rich unconventional shales, as well as the anticipated increase in demand for our pipeline integrity, rehabilitation and replacement services from pipeline integrity initiatives, will create attractive growth potential for us and also further diversify the services provided by our Natural Gas and Pipeline Infrastructure Services segment.

Our electric distribution and gas distribution services were both significantly affected by the uncertain economic conditions that existed during the recent recession. Demand for our electric distribution services has increased over the past two years as the economy has stabilized and spending on maintenance to improve reliability has somewhat returned. We are optimistic that continued implementation of electric distribution reliability programs and the potential for improvement in the housing market will facilitate moderate growth in demand for our electric distribution services. Gas distribution spending has been driven primarily by improving economic conditions, and the lower cost of natural gas.

Competitive pricing environments, project delays and effects from restrictive regulatory requirements have negatively impacted our margins in the past and could affect our margins in the future. Additionally, margins may be negatively impacted on a quarterly basis due to adverse weather conditions, timing of project starts or completions and other factors as described in "Understanding Margins" above. We continue to focus on the elements of the business we can control, including costs, the margins we accept on projects, collecting receivables, ensuring quality service, rightsizing initiatives as needed to match the markets we serve, and safely executing on the projects we are awarded.

Capital expenditures for 2013 are expected to be between \$210 million to \$225 million, of which approximately \$35 million to \$45 million of these expenditures are targeted for fiber optic network expansion, with the majority of the remaining expenditures for operating equipment. We expect 2013 capital expenditures to be funded substantially through internal cash flows, cash on hand and borrowings under our credit facility.

We continue to evaluate potential strategic acquisitions and investments to broaden our customer base, expand our geographic area of operation, grow our portfolio of services and increase opportunities across our operations. We believe that additional attractive acquisition candidates exist primarily as a result of the highly fragmented nature of the industry, the inability of many companies to expand and modernize due to capital constraints, and the desire of owners for liquidity. We also believe that our financial strength and experienced management team are attractive to acquisition candidates.

Certain international regions present significant opportunities for growth over time across many of our operations. We are evaluating ways in which we can strategically apply our expertise to strengthen infrastructure in various foreign countries where infrastructure enhancements are increasingly important. For example, we are actively pursuing opportunities in growth markets where we can leverage our technology or proprietary work methods, such as our energized services, to establish a presence in these markets.

We believe that we are well-positioned to capitalize upon opportunities and trends in the industries we serve because of our proven full-service operations with broad geographic reach, financial strength and technical expertise. Additionally, we believe that these industry opportunities and trends will increase the demand for our services over the long-term; although the actual timing, magnitude or impact of these opportunities and trends on our operating results and financial position can be difficult to predict.

Uncertainty of Forward-Looking Statements and Information

This Quarterly Report on Form 10-Q includes "forward-looking statements" reflecting assumptions, expectations, projections, intentions or beliefs about future events that are intended to qualify for the "safe harbor" from liability established by the Private Securities Litigation Reform Act of 1995. You can identify these statements by the fact that they do not relate strictly to historical or current facts. They use words such as

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“anticipate,” “estimate,” “project,” “forecast,” “may,” “will,” “should,” “could,” “expect,” “believe,” “plan,” “intend” and other words of similar meaning. In particular, these include, but are not limited to, statements relating to the following:

- Projected revenues, earnings per share, margins, capital expenditures, and other projections of operating or financial results;
- Expectations regarding our business outlook, growth or opportunities in particular markets;
- The expected value of contracts or intended contracts with customers;
- The scope, services, term and results of any projects awarded or expected to be awarded for services to be provided by us;
- The impact of renewable energy initiatives, including mandated state renewable portfolio standards, the economic stimulus package and other existing or potential energy legislation;
- Potential opportunities that may be indicated by bidding activity or similar discussions with customers;
- The potential benefits from acquisitions;
- The outcome of pending or threatened litigation;
- The business plans or financial condition of our customers;
- Our plans and strategies; and
- The current economic and regulatory conditions and trends in the industries we serve.

These forward-looking statements are not guarantees of future performance and involve or rely on a number of risks, uncertainties, and assumptions that are difficult to predict or beyond our control. These forward-looking statements reflect our beliefs and assumptions based on information available to our management at the time the statements are made. We caution you that actual outcomes and results may differ materially from what is expressed, implied or forecasted by our forward-looking statements and that any or all of our forward-looking statements may turn out to be wrong. Those statements can be affected by inaccurate assumptions and by known or unknown risks and uncertainties, including the following:

- The effects of industry, economic or political conditions outside our control;
- Quarterly variations in our operating results;
- Adverse economic and financial conditions, including weakness in the capital markets;
- Trends and growth opportunities in relevant markets;
- Delays, reductions in scope or cancellations of anticipated, pending or existing projects, including as a result of weather, regulatory or environmental processes, project performance issues, or our customers’ capital constraints;
- The successful negotiation, execution, performance and completion of anticipated, pending and existing contracts, including the ability to obtain awards of projects on which we bid or are otherwise discussing with customers;
- Our ability to attract skilled labor and retain key personnel and qualified employees;
- The potential shortage of skilled employees;
- Our dependence on fixed price contracts and the potential to incur losses with respect to these contracts;
- Estimates relating to our use of percentage-of-completion accounting;
- Adverse impacts from weather;

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- Our ability to generate internal growth;
- Competition in our business, including our ability to effectively compete for new projects and market share;
- Potential failure of renewable energy initiatives, the economic stimulus package or other existing or potential legislative actions to result in increased demand for our services;
- Liabilities associated with multi-employer pension plans, including underfunding of liabilities and termination or withdrawal liabilities;
- The possibility of an increase in the liability associated with our partial withdrawal in the fourth quarter of 2011 from a multi-employer pension plan;
- Liabilities for claims that are self-insured or not insured;
- Unexpected costs or liabilities that may arise from lawsuits or indemnity claims asserted against us;
- Risks relating to the potential unavailability or cancellation of third party insurance, the exclusion of coverage for certain losses, and potential increases in premiums for coverage deemed beneficial to us;
- Cancellation provisions within our contracts and the risk that contracts expire and are not renewed or are replaced on less favorable terms;
- Loss of customers with whom we have long-standing or significant relationships;
- The potential that participation in joint ventures exposes us to liability and/or harm to our reputation for acts or omissions by our partners;
- Our inability or failure to comply with the terms of our contracts, which may result in unexcused delays, warranty claims, failure to meet performance guarantees, damages or contract terminations;
- The effect of natural gas, natural gas liquids and oil prices on our operations and growth opportunities;
- The future development of natural resources in shale areas;
- The inability of our customers to pay for services;
- The failure to recover on payment claims against project owners or to obtain adequate compensation for customer-requested change orders;
- The failure of our customers to comply with regulatory requirements applicable to their projects, including those related to awards of stimulus funds, which may result in project delays and cancellations;
- Budgetary or other constraints that may reduce or eliminate tax incentives for or government funding of projects, including stimulus projects, which may result in project delays or cancellations;
- Estimates and assumptions in determining our financial results and backlog;
- Our ability to realize our backlog;
- Risks associated with operating in international markets, including instability of foreign governments, currency fluctuations, tax and investment strategies and compliance with the laws of foreign jurisdictions, as well as the U.S. Foreign Corrupt Practices Act and other applicable anti-bribery and anti-corruption laws;
- Our ability to successfully identify, complete, integrate and realize synergies from acquisitions;
- The potential adverse impact resulting from uncertainty surrounding acquisitions, including the ability to retain key personnel from the acquired businesses and the potential increase in risks already existing in our operations;

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- The adverse impact of impairments of goodwill and other intangible assets or investments;
- Our growth outpacing our decentralized management and infrastructure;
- Requirements relating to governmental regulation and changes thereto;
- Inability to enforce our intellectual property rights or the obsolescence of such rights;
- Risks related to the implementation of an information technology solution;
- The impact of our unionized workforce on our operations, including labor stoppages or interruptions due to strikes or lockouts;
- Potential liabilities relating to occupational health and safety matters;
- Our dependence on suppliers, subcontractors and equipment manufacturers;
- Risks associated with our fiber optic licensing business, including regulatory and tax changes and the potential inability to realize a return on our capital investments;
- Beliefs and assumptions about the collectability of receivables;
- The cost of borrowing, availability of credit, fluctuations in the price and volume of our common stock, debt covenant compliance, interest rate fluctuations and other factors affecting our financing and investing activities;
- The ability to access sufficient funding to finance desired growth and operations;
- Our ability to obtain performance bonds;
- Potential exposure to environmental liabilities;
- Our ability to continue to meet the requirements of the Sarbanes-Oxley Act of 2002;
- Rapid technological and structural changes that could reduce the demand for our services;
- The impact of increased healthcare costs arising from healthcare reform legislation; and
- The other risks and uncertainties as are described elsewhere herein and under Item 1A. “*Risk Factors*” in our Annual Report on Form 10-K for the year ended December 31, 2012 and as may be detailed from time to time in our other public filings with the SEC.

All of our forward-looking statements, whether written or oral, are expressly qualified by these cautionary statements and any other cautionary statements that may accompany such forward-looking statements or that are otherwise included in this report. In addition, we do not undertake and expressly disclaim any obligation to update or revise any forward-looking statements to reflect events or circumstances after the date of this report or otherwise.

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

The information in this section should be read in connection with the information on financial market risk related to changes in interest rates and currency exchange rates in Part II, Item 7A. “*Quantitative and Qualitative Disclosures About Market Risk*,” in our Annual Report on Form 10-K for the year ended December 31, 2012. Our primary exposure to market risk relates to unfavorable changes in concentration of credit risk, interest rates and currency exchange rates.

Credit Risk. We are subject to concentrations of credit risk related to our cash and cash equivalents and our accounts receivable, including amounts related to unbilled accounts receivable and costs and estimated earnings in excess of billings on uncompleted contracts. Substantially all of our cash investments are managed by what we believe to be high credit quality financial institutions. In accordance with our investment policies, these

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institutions are authorized to invest this cash in a diversified portfolio of what we believe to be high-quality investments, which primarily include interest-bearing demand deposits, money market mutual funds and investment grade commercial paper with original maturities of three months or less. Although we do not currently believe the principal amounts of these investments are subject to any material risk of loss, changes in economic conditions could impact the interest income we receive from these investments. In addition, as we grant credit under normal payment terms, generally without collateral, we are subject to potential credit risk related to our customers' ability to pay for services provided. This risk may be heightened as a result of the depressed economic and financial market conditions that have existed in recent years. However, we believe the concentration of credit risk related to trade accounts receivable and costs and estimated earnings in excess of billings on uncompleted contracts is limited because of the diversity of our customers. We perform ongoing credit risk assessments of our customers and financial institutions, and in some cases, we obtain collateral or other security from our customers.

Interest Rate and Market Risk. Currently, we do not have any significant assets or obligations with exposure to significant interest rate and market risk. Although we had credit facility borrowings outstanding at various times in 2012 which exposed us to interest rate risk, there were no credit facility borrowings outstanding as of or for the six months ended June 30, 2013.

Currency Risk. We conduct operations primarily in the U.S. and Canada. Future earnings are subject to change due to fluctuations in foreign currency exchange rates when transactions are denominated in currencies other than our functional currencies. To minimize the need for foreign currency forward contracts to hedge this exposure, our objective is to manage foreign currency exposure by maintaining a minimal consolidated net asset or net liability position in a currency other than the functional currency.

We may enter into foreign currency derivative contracts to manage some of our foreign currency exposures. These exposures may include revenues generated in foreign jurisdictions and anticipated purchase transactions, including foreign currency capital expenditures and lease commitments. There were no open foreign currency derivative contracts at June 30, 2013.

Item 4. *Controls and Procedures.*

Attached as exhibits to this quarterly report on Form 10-Q are certifications of Quanta's Chief Executive Officer and Chief Financial Officer that are required in accordance with Rule 13a-14 of the Securities Exchange Act of 1934, as amended (the Exchange Act). This "*Controls and Procedures*" section includes information concerning the controls and controls evaluation referred to in the certifications, and it should be read in conjunction with the certifications for a more complete understanding of the topics presented.

Evaluation of Disclosure Controls and Procedures

Our management has established and maintains a system of disclosure controls and procedures that are designed to provide reasonable assurance that information required to be disclosed by us in the reports that we file or submit under the Exchange Act, such as this quarterly report, is recorded, processed, summarized and reported within the time periods specified in the SEC rules and forms. The disclosure controls and procedures are also designed to provide reasonable assurance that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

As of the end of the period covered by this quarterly report, we evaluated the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Rule 13a-15(b) of the Exchange Act. This evaluation was carried out under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer. Based on this evaluation, these officers have concluded that, as of June 30, 2013, our disclosure controls and procedures were effective to provide reasonable assurance of achieving their objectives.

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Internal Control over Financial Reporting

There has been no change in our internal control over financial reporting that occurred during the quarter ended June 30, 2013, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Design and Operation of Control Systems

Our management, including the Chief Executive Officer and Chief Financial Officer, does not expect that our disclosure controls and procedures or our internal control over financial reporting will prevent or detect all errors and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. The design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Further, because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud, if any, within the company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and breakdowns can occur because of simple errors or mistakes. Controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. Over time, controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with policies or procedures. The design of any system of controls is based in part on certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

PART II — OTHER INFORMATION**Item 1. Legal Proceedings.**

We are from time to time 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 and/or property damages, employment-related damages, punitive damages, civil penalties or other losses, or injunctive or declaratory relief. With respect to all such lawsuits, claims and proceedings, we record a reserve when it is probable that a liability has been incurred and the amount of loss can be reasonably estimated. In addition, we disclose matters for which management believes a material loss is at least reasonably possible. See *Litigation and Claims* in Note 9 of the Notes to Condensed Consolidated Financial Statements in Item 1 of Part I of this Quarterly Report, which is incorporated by reference in this Item 1 of Part II, for additional information regarding legal proceedings.

Item 1A. Risk Factors.

As of the date of this filing, there have been no material changes from the risk factors previously disclosed in Item 1A to Part I of our Annual Report on Form 10-K for the year ended December 31, 2012 (2012 Annual Report). An investment in our common stock or other equity securities involves various risks. When considering an investment in our company, you should carefully consider all of the risk factors described herein and in our 2012 Annual Report. The matters specifically identified are not the only risks and uncertainties we face, and there may be additional matters that are not known to us or that we currently consider immaterial. All of these risks and uncertainties could adversely affect our business, financial condition or future results and, thus, the value of an investment in our company.

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

None.

Issuer Purchases of Equity Securities

The following table contains information about our purchases of equity securities during the three months ended June 30, 2013.

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number (or Approximate Dollar Value) of Shares that may yet be Purchased Under the Plans or Programs
April 1-30, 2013	—	\$ —	—	—
May 1-31, 2013	75,141 ⁽¹⁾	29.17	—	—
June 1-30, 2013	—	\$ —	—	—
Total	<u>75,141</u>		<u>—</u>	<u>\$ —</u>

(1) Represents shares purchased from employees to satisfy tax withholding obligations in connection with the vesting of restricted stock awards.

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Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

None.

Item 5. Other Information.

None.

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Item 6. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
3.1	— Restated Certificate of Incorporation of Quanta Services, Inc. (previously filed as Exhibit 3.3 to the Company's Form 8-K (No. 001-13831) filed May 25, 2011 and incorporated herein by reference)
3.2	— Bylaws of Quanta Services, Inc., as amended and restated August 16, 2012 (previously filed as Exhibit 3.2 to the Company's Form 8-K (No. 001-13831) filed August 21, 2012 and incorporated herein by reference)
10.1 +	— Quanta Services, Inc. Non-Employee Director Deferred Compensation Plan dated effective April 30, 2013, including the Cash Deferral Election Form (previously filed as Exhibit 10.4 to the Company's Form 10-Q (No. 001-13831) filed May 8, 2013 and incorporated herein by reference)
10.2 +	— Restricted Stock Unit Deferral Election Form, pursuant to the Quanta Services, Inc. 2011 Omnibus Equity Incentive Plan (previously filed as Exhibit 10.5 to the Company's Form 10-Q (No. 001-13831) filed May 8, 2013 and incorporated herein by reference)
10.3 +	— Quanta Services, Inc. 2011 Omnibus Equity Incentive Plan (previously filed as Exhibit 4.5 to the Company's Form S-8 (No. 333-174374) filed May 20, 2011 and incorporated herein by reference)
10.4 +*	— Amendment No. 1 to the Quanta Services, Inc. 2011 Omnibus Equity Incentive Plan
10.5 +*	— Director Compensation Summary effective as of the 2013 Annual Meeting of the Board of Directors
10.6 *	— First Amendment to Second Amended and Restated Credit Agreement dated as of November 19, 2012, among Quanta Services, Inc., as Borrower, the subsidiaries of Quanta Services, Inc. identified therein, as Guarantors, Bank of America, N.A., as Administrative Agent, Swing Line Lender and an L/C Issuer, and the Lenders party thereto
10.7 *	— First Amendment to Intercreditor Agreement dated December 3, 2012 by and between Federal Insurance Company and Bank of America, N.A., as Lender Agent on behalf of the other Lender Parties (under the Company's Credit Agreement, as amended) and agreed to by Quanta Services, Inc. and the subsidiaries and affiliates of Quanta Services, Inc. identified therein
10.8 *	— Second Amendment to Second Amended and Restated Credit Agreement dated as of July 9, 2013, among Quanta Services, Inc., as Borrower, the subsidiaries of Quanta Services, Inc. identified therein, as Guarantors, Bank of America, N.A., as Administrative Agent, Swing Line Lender and an L/C Issuer, and the Lenders party thereto
31.1 *	— Certification by Chief Executive Officer pursuant to Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith)
31.2 *	— Certification by Chief Financial Officer pursuant to Rule 13a -14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith)
32.1 *	— Certification by Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (furnished herewith)
101 INS *	XBRL Instance Document
101 SCH *	XBRL Taxonomy Extension Schema Document
101 CAL *	XBRL Taxonomy Extension Calculation Linkbase Document
101 LAB *	XBRL Taxonomy Extension Label Linkbase Document
101 PRE *	XBRL Taxonomy Extension Presentation Linkbase Document
101 DEF *	XBRL Taxonomy Extension Definition Linkbase Document

+ Management contracts or compensatory plans or arrangements

* Filed or furnished herewith

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101 DEF *	XBRL Taxonomy Extension Definition Linkbase Document

+ Management contracts or compensatory plans or arrangements

* Filed or furnished herewith

**AMENDMENT NO. 1
TO THE
QUANTA SERVICES, INC.
2011 OMNIBUS EQUITY INCENTIVE PLAN**

This Amendment No. 1 to the Quanta Services, Inc. 2011 Omnibus Equity Incentive Plan (the "Plan") is made on behalf of Quanta Services, Inc., the sponsor of the Plan, on May 22, 2013.

1. Section 5(b) of the Plan is hereby amended in its entirety to read as follows:

“(b) The Committee may, from time to time, grant Options, Stock Appreciation Rights, Restricted Stock, Restricted Stock Units, Stock Bonus Awards and/or Performance Compensation Awards to one or more Eligible Persons selected in its sole discretion; provided, however that the Equity Grant Committee may select the recipients of Awards other than Incentive Stock Options if (i) such recipients are not Officers or Eligible Directors, (ii) the aggregate value of the Awards granted by the Equity Grant Committee in any one calendar year does not exceed \$5,000,000 determined based on (A) the Fair Market Value at the time of the grants, or (B) to the extent used to calculate the number of shares to be granted, the average of the closing prices of the Company’s Common Shares for the twenty consecutive trading days immediately preceding the grant dates, and (iii) the aggregate value of the Awards granted by the Equity Grant Committee in any one calendar year to any individual does not exceed \$300,000 determined based on (A) the Fair Market Value at the time of the grants, or (B) to the extent used to calculate the number of shares to be granted, the average of the closing prices of the Company’s Common Shares for the twenty consecutive trading days immediately preceding the grant dates. A Participant may be granted more than one Award under the Plan, and Awards may be granted at any time or times during the term of the Plan. The grant of an Award to an Eligible Person shall not be deemed either to entitle that individual to, or to disqualify that individual from, participation in any other grant of Awards under the Plan.”

2. Except as specifically modified herein, all terms and conditions of the Plan shall remain in effect.

IN WITNESS WHEREOF, the undersigned has caused this Amendment No. 1 to the Plan to be executed this 22nd day of May, 2013.

QUANTA SERVICES, INC.

By: /s/ James F. O’Neil III
James F. O’Neil III
President and Chief Executive Officer



Director Compensation Summary
(to be effective as of the May 2013 Annual Meeting of the Board of Directors)

Upon initial appointment to the Board of Directors other than at an annual meeting of stockholders, each such initially appointed non-employee director shall receive, for the period from the appointment through the end of the director service year during which the appointment is made, a pro rata portion of, and at every annual meeting of stockholders at which a non-employee director is elected or re-elected, each such elected or re-elected non-employee director shall receive, (i) an annual award of restricted stock or restricted stock units having a value of \$140,000, and (ii) the annual cash retainer(s) set forth below for board membership, committee membership, and board/committee leadership to which such non-employee director is appointed:

	Annual Membership Retainer	Annual Retainer Supplement for Committee Chairmanship
Board of Directors	\$ 65,000	N/A
Audit Committee	\$ 15,000	\$ 15,000
Compensation Committee	\$ 10,000	\$ 10,000
Governance and Nominating Committee	\$ 10,000	\$ 10,000
Investment Committee	\$ 10,000	\$ 10,000

Upon the appointment of any non-employee director as Chairman of the Board, the non-employee director so appointed shall receive additional annual compensation in the amount of \$163,800, of which 50% shall be payable in cash, and 50% shall be payable in restricted stock or restricted stock units; provided, however, that any non-employee director so appointed other than immediately following the annual meeting of stockholders shall receive a pro rata portion thereof for the period from the appointment through the end of the director service year.

Unless the director's board service is earlier terminated, restricted stock or restricted stock units awarded to non-employee directors will vest on May 28th of the year following the date of grant; provided, however, that subject to the terms of applicable award agreements, unvested restricted stock or restricted stock units held by (i) any non-employee director who is not nominated for or elected to a new term, including for example, due to a reduction in the size of the Board, age precluding a re-nomination, the identification of a new nominee, or the desire to retire at the end of a term, or (ii) any non-employee director who resigns at Quanta's convenience, including any resignation resulting from the non-employee director's failure to receive a majority of the votes cast in an election for directors as required by Quanta's Bylaws, will vest in full on the earlier of (a) May 28th of the year following the date of grant or (b) the date of such non-employee director's termination of service.

Each non-employee director shall receive a fee for attendance at each meeting of the Board of Directors or any committee in excess of the number of meetings per director service year specified below as follows:

	Fee for Meetings in Excess of the Following Number Per Service Year:	Attendance in Person	Participation by Telephone
Board of Directors	9	\$ 2,000	\$ 1,000
Audit Committee	9	\$ 1,000	\$ 500
Compensation Committee	9	\$ 1,000	\$ 500
Governance and Nominating Committee	9	\$ 1,000	\$ 500
Investment Committee	9	\$ 1,000	\$ 500

Directors are reimbursed for reasonable out-of-pocket expenses incurred in attending meetings of the Board of Directors or the committees thereof, and for other expenses reasonably incurred in their capacity as directors of Quanta.

Notwithstanding anything herein to the contrary, directors who also are employees of Quanta or any of its subsidiaries do not receive additional compensation for serving as directors.

Revised: May 22, 2013

FIRST AMENDMENT TO
SECOND AMENDED AND RESTATED CREDIT AGREEMENT AND CONSENT

THIS FIRST AMENDMENT TO SECOND AMENDED AND RESTATED CREDIT AGREEMENT AND CONSENT dated as of November 19, 2012 (the "Agreement") is entered into among Quanta Services, Inc., a Delaware corporation (the "Borrower"), the Guarantors, the Lenders party hereto and Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer. All capitalized terms used herein and not otherwise defined herein shall have the meanings given to such terms in the Credit Agreement (as defined below).

RECITALS

WHEREAS, the Borrower, the Guarantors, the Lenders and the Administrative Agent entered into that certain Second Amended and Restated Credit Agreement dated as of August 2, 2011 (as amended and modified from time to time, the "Credit Agreement");

WHEREAS, the Borrower has requested that the Lenders provide the consent set forth in Section 1 below;

WHEREAS, the Borrower has requested that the Lenders amend the Credit Agreement as set forth in Section 2 below;

WHEREAS, the Lenders have agreed to provide the requested consent and the requested amendments, subject to the terms and conditions set forth herein;

NOW, THEREFORE, in consideration of the premises and the mutual covenants contained herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Consent. Notwithstanding the terms of Sections 8.01, 8.05, 8.09 and 8.14(b) of the Credit Agreement, the Administrative Agent and the Lenders hereby agree that (a) the Borrower and the applicable Loan Parties may agree to Dispose of the Capital Stock of the Subsidiaries listed on Schedule A hereto (collectively, the "Disposed Subsidiaries") and the assets set forth on Schedule B hereto (the "Purchased Assets") pursuant to the terms of that certain Stock Purchase Agreement between the Borrower, Infrasource FI, LLC, PBG Acquisition III, LLC and Dycom Industries, Inc. dated as on or about the date hereof (as amended or modified from time to time, the "Purchase Agreement"), (b) the Borrower and the other applicable Loan Parties may Dispose of the Capital Stock of the Disposed Subsidiaries and the Purchased Assets on or before February 1, 2013 (or such later date as the Administrative Agent may agree in its reasonable discretion) pursuant to the terms of the Purchase Agreement for aggregate consideration of approximately \$275 million, as such amount may be adjusted in accordance with the terms of the Purchase Agreement, and (c) in connection with and contemporaneously with the consummation of such Disposition of the Disposed Subsidiaries and the Purchased Assets, the Administrative Agent shall be permitted to release the Disposed Subsidiaries from all obligations under the Credit Agreement and other Loan Documents and release any Lien of the Administrative Agent on the Capital Stock of such Disposed Subsidiaries and the Purchased Assets. In connection with and to facilitate the consummation of the Disposition of the Disposed Subsidiaries and the Purchased Assets, the Administrative Agent and the Lenders agree that the Administrative Agent will, at the Borrower's expense, execute and deliver (without recourse and without representation and warranty) to the applicable Loan Parties (pursuant to escrow instructions reasonably satisfactory to the Administrative Agent) an instrument or instruments reasonably satisfactory to the Administrative Agent

acknowledging the release of the Disposed Subsidiaries of their obligations under the Credit Agreement and the other Loan Documents and the termination of any Liens created by the Loan Documents on the Capital Stock of the Disposed Subsidiaries and the Purchased Assets and will deliver to such Loan Parties (pursuant to escrow instructions reasonably satisfactory to the Administrative Agent and without recourse and without any representation or warranty) any stock certificates (and stock powers related thereto) representing the Capital Stock of the Disposed Subsidiaries as may be in the possession of the Administrative Agent. This consent is limited solely to the consent specifically provided for in the preceding sentences of this Section 1 and is subject to the satisfaction of the conditions set forth in Section 3 below, and nothing contained in this Agreement shall be deemed to constitute a waiver of Section 8.01, Section 8.05, Section 8.09 or Section 8.14(b) of the Credit Agreement in the future or any other rights or remedies the Administrative Agent or any Lender may have under the Credit Agreement or any other Loan Document or under applicable law.

Furthermore, the Lenders hereby authorize Bank of America to execute, in its capacity as Lender Agent (as defined in the Intercreditor Agreement) on behalf of the Lenders, an amendment to the Intercreditor Agreement providing for any necessary amendments thereto consistent with the consent set forth above in this Section 1.

2. Amendments. The Credit Agreement is hereby amended as follows:

(a) The definition of "Cash Equivalents" set forth in Section 1.01 of the Credit Agreement is hereby amended to read as follows:

"Cash Equivalents" means, as at any date, (a) securities issued or directly and fully guaranteed or insured by the United States or Canada, or any agency, instrumentality or government sponsored enterprise thereof, having maturities of not more than twelve months from the date of acquisition, (b) time deposits and certificates of deposit of (i) any Lender, (ii) any domestic or foreign commercial bank of recognized standing having capital and surplus in excess of \$500,000,000 or (iii) any bank whose short-term commercial paper rating from S&P is at least A-1 or the equivalent thereof or from Moody's is at least P-1 or the equivalent thereof (any such bank being an "Approved Bank"), in each case with maturities of not more than one (1) year from the date of acquisition, (c) commercial paper and variable or fixed rate notes rated A-1 (or the equivalent thereof) or better by S&P or P-1 (or the equivalent thereof) or better by Moody's and maturing within twelve (12) months of the date of acquisition, (d) repurchase agreements entered into by any Person with a bank or trust company (including any of the Lenders) or recognized securities dealer having capital and surplus in excess of \$500,000,000 for direct obligations issued by or fully guaranteed by the United States in which such Person shall have a perfected first priority security interest (subject to no other Liens) and having, on the date of purchase thereof, a fair market value of at least 100% of the amount of the repurchase obligations, (e) Investments, classified in accordance with GAAP as current assets, in money market investment programs registered under the Investment Company Act of 1940 which are administered by financial institutions having capital of at least \$500,000,000 and the portfolios of which are limited such that 95% of such Investments are of the character described in the foregoing subdivisions (a) through (d), (f) Investments in money market mutual funds that comply with Rule 2a-7 under the Investment Company Act of 1940, (g) shares of money market, mutual or similar funds having assets in excess of \$100,000,000 and the investments of which are classified in accordance with GAAP as current assets and are limited to investment grade securities (*i.e.*, securities rated at least Baa by Moody's or at least BBB by S&P and commercial paper of United States and foreign banks and bank holding companies and their subsidiaries which, at the time of acquisition, are rated A-1 (or better) by S&P or P-1 (or better) by Moody's), provided that the maturities of such Cash Equivalents shall not exceed twelve (12) months from the date of acquisition thereof, (h) variable rate

demand notes having a letter of credit from an Approved Bank and having a put option no longer than seven days from the date of purchase, irrespective of whether taxable or tax free and (j) securities issued or directly and fully guaranteed or insured by a foreign country or any state, commonwealth or territory of the United States having a rating of "A" or better from either S&P or Moody's, or any agency, instrumentality or government sponsored enterprise thereof, having maturities of not more than twelve months from the date of acquisition.

(b) The definition of "Loan Documents" set forth in Section 1.01 of the Credit Agreement is hereby amended to read as follows:

"Loan Documents" means this Agreement, each Note, each Letter of Credit, each Issuer Document, each Joinder Agreement, any Auto-Borrow Agreement, the Collateral Documents, the Intercreditor Agreement, each Request for Credit Extension, each Compliance Certificate, the Administrative Agent Fee Letter and each other document, instrument or agreement from time to time executed by the Borrower or any of its Subsidiaries or any Responsible Officer thereof and delivered in connection with this Agreement.

(c) The definition of "Responsible Officer" set forth in Section 1.01 of the Credit Agreement is hereby amended to read as follows:

"Responsible Officer" means the chief executive officer, president, chief financial officer, chief accounting officer, treasurer, assistant treasurer, general counsel or secretary of a Loan Party. Any document delivered hereunder that is signed by a Responsible Officer of a Loan Party shall be conclusively presumed to have been authorized by all necessary corporate, partnership and/or other action on the part of such Loan Party and such Responsible Officer shall be conclusively presumed to have acted on behalf of such Loan Party.

(d) The definition of "Swing Line Sublimit" set forth in Section 1.01 of the Credit Agreement is hereby amended to replace the reference to "\$25,000,000" with a reference to "\$50,000,000".

(e) The following definition is hereby added to Section 1.01 of the Credit Agreement:

"Auto-Borrow Agreement" has the meaning specified in Section 2.04(g).

(f) The following clause (g) is hereby added to Section 2.04 immediately following clause (f):

(g) Auto-Borrow Arrangement. In order to facilitate the borrowing of Swing Line Loans, the Borrower and the Swing Line Lender may mutually agree to, and are hereby authorized to, enter into an auto-borrow agreement in form and substance satisfactory to the Swing Line Lender and the Borrower (the "Auto-Borrow Agreement") providing for the automatic advance by the Swing Line Lender of Swing Line Loans and for the automatic repayment by the Borrower of Swing Line Loans under the conditions set forth in the Auto-Borrow Agreement, subject to the conditions set forth herein. At any time an Auto-Borrow Agreement is in effect, Borrowings of Swing Line Loans under the Auto-Borrow Agreement shall be made in accordance with the Auto-Borrow Agreement. For purposes of determining the Total Revolving Outstandings at any time

during which an Auto-Borrow Agreement is in effect, the Outstanding Amount of all Swing Line Loans shall be deemed to be the sum of the Outstanding Amount of Swing Line Loans at such time plus the maximum amount available to be borrowed under such Auto-Borrow Agreement at such time.

(g) Subclause (iv) of the proviso to Section 11.01 is hereby amended to read as follows:

(iv) the Administrative Agent Fee Letter and any Auto-Borrow Agreement may be amended, or rights or privileges thereunder waived, in a writing executed only by the parties thereto;

(h) Schedule 7.15 to the Credit Agreement is hereby amended to read as set forth on Schedule 7.15 attached hereto.

3. Conditions Precedent. This Agreement shall be effective immediately upon receipt by the Administrative Agent of counterparts of this Agreement duly executed by each of the Borrower, the Guarantors, the Required Lenders and Bank of America, N.A., as Administrative Agent.

4. Miscellaneous.

(a) The Credit Agreement and the obligations of the Loan Parties thereunder and under the other Loan Documents, are hereby ratified and confirmed and shall remain in full force and effect according to their terms.

(b) Upon the effectiveness of this Agreement, each reference in the Credit Agreement to "this Agreement," "hereunder" or words of like import shall mean and be a reference to the Credit Agreement, as affected and amended by this Agreement.

(c) Each Guarantor (a) acknowledges and consents to all of the terms and conditions of this Agreement, (b) affirms all of its obligations under the Loan Documents and (c) agrees that this Agreement and all documents executed in connection herewith do not operate to reduce or discharge its obligations under the Credit Agreement or the other Loan Documents.

(d) The Borrower and the Guarantors hereby represent and warrant as follows:

(i) Each Loan Party has taken all necessary action to authorize the execution, delivery and performance of this Agreement;

(ii) This Agreement has been duly executed and delivered by the Loan Parties and constitutes each of the Loan Parties' legal, valid and binding obligations, enforceable in accordance with its terms, except as such enforceability may be subject to (A) bankruptcy, insolvency, reorganization, fraudulent conveyance or transfer, moratorium or similar laws affecting creditors' rights generally and (B) general principles of equity (regardless of whether such enforceability is considered in a proceeding at law or in equity); and

(iii) No consent, approval, authorization or order of, or filing, registration or qualification with, any court or governmental authority or third party is required in connection with the execution, delivery or performance by any Loan Party of this Agreement.

(e) The Loan Parties represent and warrant to the Lenders that (i) the representations and warranties of the Loan Parties set forth in Article VI of the Credit Agreement and in each other Loan Document are true and correct in all material respects as of the date hereof with the same effect as if made on and as of the date hereof, except to the extent such representations and warranties expressly relate solely to an earlier date, in which case they shall be true and correct as of such earlier date, and (ii) no event has occurred and is continuing which constitutes a Default or an Event of Default.

(f) This Agreement may be executed in any number of counterparts, each of which when so executed and delivered shall be an original, but all of which shall constitute one and the same instrument. Delivery of an executed counterpart of this Agreement by telecopy or digital/electronic transmission (e.g. PDF format) shall be effective as an original and shall constitute a representation that an executed original shall be delivered.

(g) THIS AGREEMENT AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES HEREUNDER SHALL BE GOVERNED BY AND CONSTRUED AND INTERPRETED IN ACCORDANCE WITH THE LAWS OF THE STATE OF NEW YORK.

[Signature pages follow]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed as of the date first above written.

BORROWER:

QUANTA SERVICES, INC.,
a Delaware corporation

By: /s/ Nicholas M. Grindstaff
Name: Nicholas M. Grindstaff
Title: Vice President – Finance and Treasurer

GUARANTORS:

ALLTECK LINE CONTRACTORS (USA), INC.
BLAIR PARK SERVICES, LLC
CCLC, INC.
CMI SERVICES, INC.
CONAM CONSTRUCTION CO.
CONTI COMMUNICATIONS, INC.
CROCE ELECTRIC COMPANY, INC.
CRUX SUBSURFACE, INC.
DACON CORPORATION
DASHIELL CORPORATION
DILLARD SMITH CONSTRUCTION COMPANY
E A TECHNICAL SERVICES, INC.
ENERGY CONSTRUCTION SERVICES, INC.
ENGINEERING ASSOCIATES, INC.
FIVE POINTS CONSTRUCTION CO.
GLOBAL ENERCOM MANAGEMENT, INC.
GOLDEN STATE UTILITY CO.
H.L. CHAPMAN PIPELINE CONSTRUCTION, INC.
INFRASOURCE CONSTRUCTION, LLC
INFRASOURCE FIELD SERVICES, LLC
INFRASOURCE FI, LLC
INFRASOURCE INSTALLATION, LLC
INFRASOURCE, LLC
INFRASOURCE PIPELINE FACILITIES, INC.
INFRASOURCE SERVICES, LLC
INFRASOURCE TELECOMMUNICATION SERVICES, LLC
INFRASOURCE TRANSMISSION SERVICES COMPANY
INFRASOURCE UNDERGROUND CONSTRUCTION, INC.

By: /s/ Nicholas M. Grindstaff
Name: Nicholas M. Grindstaff
Title: Treasurer

FIRST AMENDMENT TO SECOND AMENDED
AND RESTATED LOAN AGREEMENT AND CONSENT
QUANTA SERVICES, INC.

INLINE DEVICES, LLC
INTERMOUNTAIN ELECTRIC, INC.
IONEARTH, LLC
IRBY CONSTRUCTION COMPANY
ISLAND MECHANICAL CORPORATION
MANUEL BROS., INC.
MEARS GROUP, INC.
INFRASOURCE UNDERGROUND SERVICES CANADA, INC.
MEJIA PERSONNEL SERVICES, INC.
MICROLINE TECHNOLOGY CORPORATION
M.J. ELECTRIC CALIFORNIA, INC.
M.J. ELECTRIC, LLC
NORTH SKY COMMUNICATIONS, INC.
NORTH SKY ENGINEERING, INC.
NOVA NEXTGEN SOLUTIONS, LLC
PAR ELECTRICAL CONTRACTORS, INC.
PARKSIDE SITE & UTILITY COMPANY CORPORATION
PARKSIDE UTILITY CONSTRUCTION CORP.
PAULEY CONSTRUCTION INC.
POTELCO, INC.
PRICE GREGORY CONSTRUCTION, INC.
PRICE GREGORY INTERNATIONAL, INC.
PRICE GREGORY SERVICES, LLC
PROFESSIONAL TELECONCEPTS, INC.
PROFESSIONAL TELECONCEPTS, INC.
PWR FINANCIAL COMPANY
PWR NETWORK, LLC
QPS ENGINEERING, LLC
QSI, INC.
QUANTA ASSET MANAGEMENT LLC
QUANTA CAPITAL SOLUTIONS, INC.
QUANTA DELAWARE, INC.
QUANTA FIBER NETWORKS, INC.
QUANTA GOVERNMENT SERVICES, INC.
QUANTA GOVERNMENT SOLUTIONS, INC.
QUANTA HOLDINGS I GP, LLC
QUANTA INTERNATIONAL SERVICES, INC.
QUANTA LXII ACQUISITION, INC.
QUANTA LXVII ACQUISITION, INC.

By: /s/ Nicholas M. Grindstaff

Name: Nicholas M. Grindstaff

Title: Treasurer

FIRST AMENDMENT TO SECOND AMENDED
AND RESTATED LOAN AGREEMENT AND CONSENT
QUANTA SERVICES, INC.

QUANTA LXVIII ACQUISITION, INC.
QUANTA LXIX ACQUISITION, INC.
QUANTA LXX ACQUISITION, INC.
QUANTA LXXI ACQUISITION, INC.
QUANTA LXXII ACQUISITION, INC.
QUANTA LXXIII ACQUISITION, INC.
QUANTA PIPELINE SERVICES, INC.
QUANTA POWER, INC.
QUANTA POWER GENERATION, INC.
QUANTA SERVICES CONTRACTING, INC.
QUANTA TECHNOLOGY, LLC
QUANTA UTILITY INSTALLATION COMPANY, INC.
QUANTA UTILITY SERVICES-GULF STATES, INC.
QUANTA WIRELESS SOLUTIONS, INC.
QUANTAWORKS, LLC
REALTIME ENGINEERS, INC.
REALTIME UTILITY ENGINEERS, INC.
ROAD BORE CORPORATION
SERVICE ELECTRIC COMPANY
SOUTHWEST TRENCHING COMPANY, INC.
SPALJ CONSTRUCTION COMPANY
SUMTER UTILITIES, INC.
SUNESYS, LLC
SUNESYS OF MASSACHUSETTS, LLC
SUNESYS OF VIRGINIA, INC.
THE RYAN COMPANY, INC.
TJADER, L.L.C.
TOM ALLEN CONSTRUCTION COMPANY
TOTAL QUALITY MANAGEMENT SERVICES, LLC
TRAWICK CONSTRUCTION COMPANY, INC.
UNDERGROUND CONSTRUCTION CO., INC.
UTILIMAP CORPORATION
UTILITY LINE MANAGEMENT SERVICES, INC.
UTILITY LOCATE AND MAPPING SERVICES, INC.
VCI CONSTRUCTION, INC.
VCS SUB, INC.
WINCO, INC.

By: /s/ Nicholas M. Grindstaff

Name: Nicholas M. Grindstaff

Title: Treasurer

FIRST AMENDMENT TO SECOND AMENDED
AND RESTATED LOAN AGREEMENT AND CONSENT
QUANTA SERVICES, INC.

CAN-FER UTILITY SERVICES, LLC

By: Mejia Personnel Services, Inc.,
its sole member

By: /s/ Nicholas M. Grindstaff

Name: Nicholas M. Grindstaff

Title: Treasurer

INFRA SOURCE CONSTRUCTION SERVICES, LLC

By: InfraSource, LLC,
its sole member

By: /s/ Nicholas M. Grindstaff

Name: Nicholas M. Grindstaff

Title: Treasurer

MEARS/CPG, LLC,

By: Mears Group, Inc.,
its sole member

By: /s/ Nicholas M. Grindstaff

Name: Nicholas M. Grindstaff

Title: Treasurer

DIGCO UTILITY CONSTRUCTION, L.P.

LINDSEY ELECTRIC, L.P.

NORTH HOUSTON POLE LINE, L.P.

By: Mejia Personnel Services, Inc.,
its general partner

By: /s/ Nicholas M. Grindstaff

Name: Nicholas M. Grindstaff

Title: Treasurer

FIRST AMENDMENT TO SECOND AMENDED
AND RESTATED LOAN AGREEMENT AND CONSENT
QUANTA SERVICES, INC.

QSI FINANCE V (US), LLP

By: QSI Finance IV (Canada) ULC,
its managing partner

By: /s/ Nicholas M. Grindstaff

Name: Nicholas M. Grindstaff

Title: Treasurer

QUANTA ASSOCIATES, L.P.

By: Quanta Services, Inc.,
its general partner

By: /s/ Nicholas M. Grindstaff

Name: Nicholas M. Grindstaff

Title: Vice President – Finance and Treasurer

QUANTA RECEIVABLES, LP

By: PWR Network, LLC,
its general partner

By: /s/ Nicholas M. Grindstaff

Name: Nicholas M. Grindstaff

Title: Treasurer

QUANTA SERVICES MANAGEMENT PARTNERSHIP, L.P.

By: QSI, Inc.,
its general partner

By: /s/ Nicholas M. Grindstaff

Name: Nicholas M. Grindstaff

Title: Treasurer

FIRST AMENDMENT TO SECOND AMENDED
AND RESTATED LOAN AGREEMENT AND CONSENT
QUANTA SERVICES, INC.

ADMINISTRATIVE AGENT:

BANK OF AMERICA, N.A.,
as Administrative Agent

By: /s/ Anthony W. Kell

Name: Anthony W. Kell

Title: Assistant Vice President

FIRST AMENDMENT TO SECOND AMENDED
AND RESTATED LOAN AGREEMENT AND CONSENT
QUANTA SERVICES, INC.

LENDERS:

BANK OF AMERICA, N.A.,
as a Lender, Swing Line Lender and L/C Issuer

By: /s/ Gary L. Mingle

Name: Gary L. Mingle

Title: Senior Vice-President

FIRST AMENDMENT TO SECOND AMENDED
AND RESTATED LOAN AGREEMENT AND CONSENT
QUANTA SERVICES, INC.

LENDERS:

AMEGY BANK NATIONAL ASSOCIATION

By: /s/ Jeremy Newsom

Name: Jeremy Newsom

Title: Senior Vice President

FIRST AMENDMENT TO SECOND AMENDED
AND RESTATED LOAN AGREEMENT AND CONSENT
QUANTA SERVICES, INC.

LENDERS:

UMB BANK, N.A.

By: /s/ David A Proffitt

Name: David A. Proffitt

Title: Senior Vice President

FIRST AMENDMENT TO SECOND AMENDED
AND RESTATED LOAN AGREEMENT AND CONSENT
QUANTA SERVICES, INC.

LENDERS:

U.S. BANK, NATIONAL ASSOCIATION

By: /s/ Patrick Engel

Name: Patrick Engel

Title: Vice President

FIRST AMENDMENT TO SECOND AMENDED
AND RESTATED LOAN AGREEMENT AND CONSENT
QUANTA SERVICES, INC.

LENDERS:

PNC BANK, NATIONAL ASSOCIATION

By: /s/ M. Colin Warman

Name: M. Colin Warman

Title: Vice President

FIRST AMENDMENT TO SECOND AMENDED
AND RESTATED LOAN AGREEMENT AND CONSENT
QUANTA SERVICES, INC.

LENDERS:

BANK OF MONTREAL

By: /s/ John Armstrong

Name: John Armstrong

Title: Director

FIRST AMENDMENT TO SECOND AMENDED
AND RESTATED LOAN AGREEMENT AND CONSENT
QUANTA SERVICES, INC.

LENDERS:

BOKF, NA DBA BANK OF TEXAS

By: /s/ Mike Sultanik

Name: Mike Sultanik

Title: Senior Vice President

FIRST AMENDMENT TO SECOND AMENDED
AND RESTATED LOAN AGREEMENT AND CONSENT
QUANTA SERVICES, INC.

LENDERS:

CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH

By: /s/ Doreen Barr

Name: Doreen Barr

Title: Director

By: /s/ Vipul Dhadha

Name: Vipul Dhadha

Title: Associate

FIRST AMENDMENT TO SECOND AMENDED
AND RESTATED LOAN AGREEMENT AND CONSENT
QUANTA SERVICES, INC.

LENDERS:

BRANCH BANKING AND TRUST COMPANY

By: /s/ Elizabeth Willis

Name: Elizabeth Willis

Title: Assistant Vice President

FIRST AMENDMENT TO SECOND AMENDED
AND RESTATED LOAN AGREEMENT AND CONSENT
QUANTA SERVICES, INC.

LENDERS:

COMPASS BANK

By: /s/ Stuart Murray

Name: Stuart Murray

Title: Senior Vice President

FIRST AMENDMENT TO SECOND AMENDED
AND RESTATED LOAN AGREEMENT AND CONSENT
QUANTA SERVICES, INC.

LENDERS:

JPMORGAN CHASE BANK, N.A.,
as a Lender

By: /s/ John Kushnerick

Name: John Kushnerick

Title: Vice President

FIRST AMENDMENT TO SECOND AMENDED
AND RESTATED LOAN AGREEMENT AND CONSENT
QUANTA SERVICES, INC.

LENDERS:

WELLS FARGO BANK NATIONAL ASSOCIATION,
as a Lender

By: /s/ John C. Welch, III

Name: John C. Welch, III

Title: Senior Vice President

FIRST AMENDMENT TO SECOND AMENDED
AND RESTATED LOAN AGREEMENT AND CONSENT
QUANTA SERVICES, INC.

SCHEDULE A

Disposed Subsidiaries

<u>Subsidiary</u>	<u>Jurisdiction of Formation</u>
1. Blair Park Services, LLC	Delaware
2. CCLC, Inc.	Delaware
3. CMI Services, Inc.	Florida
4. E A Technical Services, Inc.	Georgia
5. Engineering Associates, Inc.	Georgia
6. Global Enercom Management, Inc.	Delaware
7. Golden State Utility Co.	Delaware
8. InfraSource Telecommunication Services, LLC	Delaware
9. North Sky Communications, Inc.	Delaware
10. Parkside Site & Utility Company Corporation	Delaware
11. Parkside Utility Construction Corp.	Delaware
12. Pauley Construction Inc.	Arizona
13. Professional Teleconcepts, Inc.	Illinois
14. Professional Teleconcepts, Inc.	New York
15. Quanta Wireless Solutions, Inc.	Delaware
16. Spalj Construction Company	Delaware
17. Tjader, L.L.C.	Delaware
18. Trawick Construction Company, Inc.	Florida
19. VCI Construction, Inc.	Delaware
20. VCI Utility Services, Inc.	Delaware

SCHEDULE B

PURCHASED ASSETS

1. Agreement for OSP Engineering Services No. MA-002584-2011, dated as of November 1, 2011, between Verizon Corporate Services Group Inc. and Quanta Services Contracting Inc., on behalf of itself, and certain direct and indirect operating subsidiaries.
2. Agreement No. MA-00500-2011 for Outside Plant Services (for work in RI and PA), dated as of May 1, 2011, between Verizon Corporate Services Group Inc. and Quanta Services, Inc., as amended.
3. Agreement No. MA 001808-2009 for Construction Services, dated August 17, 2010, between Quanta Services, Inc. and Verizon Corporate Services Group Inc.
4. Master Services Agreement No. 11-HQ-OSPMSA25 A1 between CenturyTel Service Group, LLC and Quanta Services Contracting, Inc., on behalf of its affiliates, as amended.
5. Real Estate Lease, dated January 1, 2009, by and between Edwin and Janet Eckhart, as landlord, and Infrasource Underground Construction Services, as tenant.
6. Lease Agreement, dated February 23, 2005, by and between Old West Properties, as lessor, and InfraSource Underground Construction Services, Inc., as lessee.
7. Commercial Lease, dated December 18, 2008, by and between Kluge Bros. Flooring, Inc., as landlord, and InfraSource Underground Construction Services LLC, as tenant. Includes a renewal dated December 6, 2011.
8. Industrial Building Lease, dated March 10, 2010, between WSI Sunstate Center IV, LLC (Landlord) and Infrasource Underground Construction Services, LLC (Tenant).
9. Business Lease, dated December 10, 2002, by and between Alexander Properties LLC, as landlord, and InfraSource Underground Construction Services, LLC, as tenant, with Addendum II dated January 3, 2011.
10. The following Patent Rights:

U.S. Patent Application No. 12/889,196 entitled "Laying and Protecting Cable Into Existing Covering Surfaces," filed September 23, 2010 claiming priority to U.S. Provisional Patent Application No. 61/244,954, filed September 23, 2009, owned by Quanta Associates, L.P. and all rights to the subject matter described therein, together with the foreign counterparts of such application as set forth below, as well as all of the patents and patent applications to which the foregoing patent applications claim priority, and the patents and patent applications claiming

priority from it, including all continuations, continuations-in-part and divisionals, reissues, extensions and re-examination certificates, any and all proceeds derived from the foregoing, and any and all patent rights therein provided by international treaties and conventions.

Foreign counterparts of U.S. Patent Application No. 12/889,196:

<u>Country</u>	<u>Application No.</u>	<u>Filing Date</u>
Antigua & Barbuda	3/2012	21-Mar-12
Barbados	2001/1670	23-Sep-10
Brazil	BR11-2012-06304-9	23-Sep-10
Belize	Application no. pending. See Attachment 1.01(c)-1	26-Mar-12
Canada	2774988	23-Sep-10
Chile	0729-2012	23-Mar-12
Colombia	12-063.156	17-Apr-12
Costa Rica	2012-0199	24-Apr-12
Dominica	1/2012	22-Mar-12
Dominican Republic	P2012-0079	22-Mar-12
Ecuador	SP-2012011819	19-Apr-12
Great Britain	12102810	23-Sep-10
Grenada	Application no. pending. See Attachment 1.01(c)-2	21-Mar-12
Guatemala	2012-0088	23-Mar-12
Honduras	2012-000594	22-Mar-12
India	927/KOLNP/2012	19-Apr-12
Mexico	MX/a/2012/003509	23-Mar-12
Nicaragua	2012-00046	23-Mar-12
Peru	000363-2012	23-Sep-10
Saint Kitts & Nevis	Application no. pending. See Attachment 1.01(c)-3	22-Mar-12
Saint Lucia	Application no. pending. See Attachment 1.01(c)-4	22-Mar-12
Saint Vincent & The Grenadines	94605	22-Mar-12
El Salvador	2012004165	23-Mar-12
South Africa	2012/02794	23-Sep-10
Trinidad and Tobago	TT/A/2012/00047	19-Mar-12
PCT	PCT/US10/50042	23-Sep-10

11. The following domain names:

<u>Domain</u>	<u>Acquired Company/Subsidiary that uses the domain</u>	<u>Registrant</u>
gemengr.com	Global Enercom Management, Inc.	Quanta Services, Inc.
infrasourceinc.com	InfraSource Telecommunications Services, LLC	InfraSource LLC
parksidesite.com	Parkside Site & Utility Company Corporation	InfraSource LLC
qwsops.com	Quanta Wireless Solutions, Inc.	Quanta Services
telns.com	Professional Teleconcepts, Inc.	Quanta Services, Inc.

SCHEDULE 7.15

POST-CLOSING DELIVERABLES

- (a) Second Amended and Restated Pledge Agreement between Mears Group, Inc., as Pledgor, and Bank of America, N.A., as Administrative Agent; and legal opinions from each of the law firms identified below as required by Section 5.01(b):

Stewart McKelvey (Nova Scotia)
Fasken Martineau (British Columbia)

- (b) Delivery of the Mortgages with respect to each Mortgaged Property identified below as required by Section 5.01(h)(i):

- 9774 18th Street, Princeton, Mille Lacs County, MN, United States
- 525 Corporate Drive, Escondido, San Diego County, CA, United States
- 1300 Underwood Road & East P Street (adjacent to 1300 Underwood Road), Deer Park, Harris County, TX United States
- 5301 N.E. 17th Street, Des Moines, Polk County, Iowa, United States
- 200 W. Frank Pipp Dr. & 2235 Pewabic St. – Parcel A, Iron Mountain, Dickinson County, MI, United States
- 2232 Pewabic St. – Parcel B, Iron Mountain, Dickinson County, MI, United States
- 640 Industrial Park Dr. – Parcel C, Iron Mountain, Dickinson County, MI, United States
- 600 Pine Street – Parcel D, Iron Mountain, Dickinson County, MI, United States
- 2042 N. Kely Road, Franktown, Douglas County, CO, United States

Delivery of the ALTA mortgagee title insurance policies with respect to each Mortgaged Property identified below as required by Section 5.01(h)(ii):

- Old US 49 South, Richland, Rankin County, MS, United States
- 725 Tower Road, Aurora, Arapahoe County, CO 80015, United States
- 2042 N. Kely Road, Franktown, Douglas County, CO 80116, United States
- Jct. Hwy 65 & 136, Princeton, Mercer County, MO, United States
- 850 Aldine Mail Road, Houston, Harris County, United States
- 9774 18th Street, Princeton, Mille Lacs County, MN, United States
- 525 Corporate Drive, Escondido, San Diego County, CA, United States

-
- 1300 Underwood Road & East P Street (adjacent to 1300 Underwood Road), Deer Park, Harris County, TX United States
 - 5301 N.E. 17th Street, Des Moines, Polk County, Iowa, United States
 - 200 W. Frank Pipp Dr. & 2235 Pewabic St. – Parcel A, Iron Mountain, Dickinson County, MI, United States
 - 2232 Pewabic St. – Parcel B, Iron Mountain, Dickinson County, MI, United States
 - 640 Industrial Park Dr. – Parcel C, Iron Mountain, Dickinson County, MI, United States
 - 600 Pine Street – Parcel D, Iron Mountain, Dickinson County, MI, United States

(c) Filings with the USPTO in respect of:

Patent No. 7535132 to either (i) correct the name from Quanta Services of Canada Ltd to Quanta Services, Inc. or (ii) demonstrate how ownership of the patent was transferred from Quanta Services to Quanta Services of Canada Ltd.

Inventor assignments to Quanta Associates, L.P. for Patent No. 6837671 and Patent Application Nos. 12379729, 12712137, 12903192, 12961482, 13034848, 13193354, 61384215, 61470252, 61482538, 12451492, 12227834, 12318234.

FIRST AMENDMENT TO INTERCREDITOR AGREEMENT

THIS FIRST AMENDMENT TO INTERCREDITOR AGREEMENT (“this Amendment”) is made and entered into as of the 3rd day of December, 2012, by and between Federal Insurance Company, an Indiana corporation (“Federal”); American Home Assurance Company, National Union Fire Insurance Company of Pittsburgh, Pa., and The Insurance Company of the State of Pennsylvania (collectively “AIG”); Liberty Mutual Insurance Company, a Massachusetts company, Liberty Mutual Fire Insurance Company, and Safeco Insurance Company of America (collectively, “Liberty Mutual”); and Bank of America, N.A., a national banking association, as Lender Agent on behalf of the other Lender Parties. All capitalized terms will have the meaning set forth in this paragraph, the recitals, and Section 1.

WHEREAS, Federal, AIG, Liberty Mutual, and Lender Agent are party to that certain Intercreditor Agreement dated as of March 14, 2005, as modified by that certain Joinder Certificate dated as of November 28, 2006, wherein AIG was added as a Surety, and as further modified by that certain Joinder Certificate dated March 31, 2009, wherein Liberty Mutual was added as a Surety (collectively “the Intercreditor Agreement”);

WHEREAS, the Trench Companies are contemporaneously herewith being sold to a third party;

WHEREAS, in connection with such sale of the Trench Companies, Indemnitors have requested, and Surety has agreed, subject to certain conditions, to remove and release the Trench Companies as Principals and Indemnitors under the Surety Credit Documents; and

WHEREAS, the sale of the Trench Companies requires the amendment and modification of the Intercreditor Agreement as hereinafter set forth.

NOW, THEREFORE, in consideration of the foregoing and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

1. Definitions. Capitalized terms used in this Amendment and not otherwise defined are used herein as defined in the Intercreditor Agreement.

The definition of “Bonds” in Section 1 of the Intercreditor Agreement is amended to add the following at the end of such definition: “ ‘Bonds’ will also mean any surety agreements, undertakings, or instruments of guaranty signed by Surety on behalf of any of the Trench Companies prior to the Sixth Amendment Effective Date, exclusive of the Trench Open Bonds.

The definitions of “Indemnitors” and “Principal” in Section 1 of the Indemnity Agreement are each amended to add the following to each such definition, at the end of each such definition:

Notwithstanding the foregoing or anything in this Agreement or any other Surety Credit Document to the contrary, in no event will any of the Trench Companies

be an Indemnitor or Principal for purposes of this Agreement or any other Surety Credit Document. The exclusion of the Trench Companies as Indemnitors and Principals for the purposes of this Agreement and each other Surety Credit Document will not limit the indemnity obligations of any of the Trench Companies as may be agreed to by any of such Trench Companies in any other agreement entered into by any of such Trench Companies (other than any Surety Credit Document).

The definition of "Surety Loss" in Section 1 of the Intercreditor Agreement is amended to restate subparagraph (a) of said definition (exclusive of items (1) – (5) thereunder) to read as follows:

all damages, costs, reasonable attorney fees, and liabilities (including all reasonable expenses incurred in connection therewith) which Surety actually incurs by reason of (i) executing or procuring the execution of any surety agreements, undertakings, or instrument of guarantee, or renewal or continuation thereof, signed by Surety on behalf of (y) any Principal or Island Mechanical, Hawaii, and (z) if requested by any Indemnitor, any Affiliates and Subsidiaries of Quanta Services, Inc., (ii) Bonds which may be already or hereafter be executed on behalf of any Principal and/or any Foreign Subsidiary, or renewal or continuation thereof, and/or (iii) Bonds that were already executed by Surety prior to the Sixth Amendment Effective Date on behalf of any of the Trench Companies, or renewal or continuation thereof, exclusive of the Trench Open Bonds; or which Surety actually incurs by reason of making any investigation on account thereof, prosecuting or defending any action in connection therewith, obtaining a release, recovering, or attempting to recover any salvage in connection therewith or enforcing by litigation or otherwise any of the provisions of this Agreement, including, but not limited to:

Section 1 of the Indemnity Agreement is amended to add the following defined terms in alphabetical order:

"Sixth Amendment Effective Date" means December 3, 2012.

"Trench Companies" means and includes the following: Blair Park Services, LLC, a Delaware limited liability company; CCLC, Inc., a Delaware corporation; CMI Services, Inc., a Florida corporation; E A Technical Services, Inc., a Georgia corporation; Engineering Associates, Inc., a Georgia corporation; Global Enercom Management, Inc., a Delaware corporation; Golden State Utility Co., a Delaware corporation; InfraSource Telecommunication Services, LLC, a Delaware limited liability company; North Sky Communications, Inc., a Delaware corporation; Parkside Site & Utility Company Corporation, a Delaware corporation; Parkside Utility Construction Corp., a Delaware corporation; Pauley Construction Inc., an Arizona corporation; Professional Teleconcepts, Inc., an Illinois corporation; Professional Teleconcepts, Inc., a New York corporation; Quanta Wireless Solutions, Inc., a Delaware corporation; Spalj Construction Company, a Delaware corporation; Tjader, L.L.C., a Delaware limited liability company; Trawick Construction Company, Inc., a Florida corporation; VCI Construction, Inc., a Delaware corporation; and VCI Utility Services, Inc., a Delaware corporation.

“Trench Open Bonds” means and includes all of the surety agreements, undertakings, or instruments of guaranty listed on the attached Exhibit C, which were signed by Surety on behalf of any or all or any combination of the Trench Companies.

2. Exhibit A. Exhibit A to the Intercreditor Agreement is hereby deleted in its entirety and replaced with Exhibit A to this Amendment.

3. Exhibit C. A new Exhibit C to the Intercreditor Agreement is hereby added in the form attached as Exhibit C to this Amendment.

4. Notices. Section 10 of the Intercreditor Agreement is hereby amended to provide that notices to Federal and Liberty Mutual will be directed as follows:

Federal:	Federal Insurance Company 15 Mountain View Road P.O. Box 1615 Warren, New Jersey 07061-1615 Attn.: Richard Towle Warren Eichhorn Richard Barnett
Liberty Mutual:	Liberty Mutual Insurance Company 450 Plymouth Road, Suite 400 Plymouth Meeting, PA 19462 Attn: Virginia C. Boyle
With a copy to:	Manier & Herod 2200 One Nashville Place 150 4 th Avenue North Nashville, Tennessee 37219 Attn: Sam H. Poteet, Jr. Mary Paty Lynn LeVan

5. Amendment. This Amendment may not be amended or modified except by a writing signed by or on behalf of each of the parties hereto.

6. Headings. The section headings in this Amendment are included for convenience of reference only and will not constitute a part of this Amendment for any other purpose.

7. Governing Law. This Amendment will be governed by and construed and enforced in accordance with the laws of the State of New York (without giving effect to its conflict of laws principles).

8. Entire Agreement. This Amendment, together with the Intercreditor Agreement represent the entire agreement between the parties hereto concerning the subject matter hereof, and all oral discussions and prior agreements are merged herein.

9. Severability. Should any provision of this Amendment be invalid or unenforceable for any reason, the remaining provisions hereof will remain in full effect.

10. Binding Agreement. This Amendment, and the terms, covenants, and conditions hereof, will be binding upon the parties hereto and their respective successors and assigns, and will inure to the benefit of the parties, and their respective successors and permitted assigns.

11. Counterparts. This Amendment may be executed in multiple counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. A facsimile copy or digital/electronic transmission (*e.g.*, PDF format) of an executed original counterpart of this Amendment shall have the same force and effect as an executed original counterpart.

12. Effect. Upon the effectiveness of this Amendment, each reference in the Intercreditor Agreement to "this Agreement," "hereunder," or words of like import will mean and be a reference to the Intercreditor Agreement, as affected and amended by this Amendment.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment as of the date first above written.

SURETY:

FEDERAL INSURANCE COMPANY

By: /s/ Matthew E. Lubin

Name: Matthew E. Lubin

Title: Vice President

LIBERTY MUTUAL INSURANCE COMPANY

By: /s/ Ken Berk

Name: Ken Berk

Title: Assistant Secretary

LIBERTY MUTUAL FIRE INSURANCE COMPANY

By: /s/ Ken Berk
Name: Ken Berk
Title: Assistant Secretary

SAFECO INSURANCE COMPANY OF AMERICA

By: /s/ Ken Berk
Name: Ken Berk
Title: Assistant Secretary

AMERICAN HOME ASSURANCE COMPANY
NATIONAL UNION FIRE INSURANCE
COMPANY OF PITTSBURGH, PA.
THE INSURANCE COMPANY OF THE STATE
OF PENNSYLVANIA

By: /s/ Kevin M. Maroney
Name: Kevin M. Maroney
Title: Vice President

LENDER AGENT:

BANK OF AMERICA, N.A.,
as Lender Agent on behalf of Lender Parties

By: /s/ Alan Tapley
Name: Alan Tapley
Title: Assistant Vice President

**FEDERAL/QUANTA SERVICES, INC.
LIST OF PRINCIPAL/INDEMNITORS**

<u>PRINCIPAL</u>	<u>JURISDICTION OF FORMATION</u>
Quanta Services, Inc.	Delaware
Allteck Line Contractors (USA), Inc.	Washington
CAN-FER Utility Services, LLC	Delaware
Conam Construction Co.	Texas
Croce Electric Company, Inc.	Delaware
Crux Subsurface, Inc.	Delaware
Dacon Corporation	Delaware
Dashiell Corporation	Delaware
Digco Utility Construction, L.P.	Delaware
Dillard Smith Construction Company	Delaware
Energy Construction Services, Inc.	Delaware
Five Points Construction Co.	Texas
H. L. Chapman Pipeline Construction, Inc.	Delaware
InfraSource, LLC	Delaware
InfraSource Construction, LLC	Delaware
InfraSource Construction Services, LLC	Georgia
InfraSource Installation, LLC	Delaware
InfraSource Pipeline Facilities, Inc.	North Carolina
InfraSource Transmission Services Company	Arizona
InfraSource Underground Construction, Inc.	Delaware
InfraSource Underground Services Canada, Inc.	Delaware
Intermountain Electric, Inc.	Colorado
Irby Construction Company	Mississippi
Island Mechanical Corporation	Hawaii
Lindsey Electric, L.P.	Texas
Manuel Bros., Inc.	Delaware
Mears/CPG LLC	Michigan
Mears Group, Inc.	Delaware
Mejia Personnel Services, Inc.	Texas
M.J. Electric, LLC	Delaware
M.J. Electric California, Inc.	Delaware
North Houston Pole Line, L.P.	Texas
PAR Electrical Contractors, Inc.	Missouri
Potelco, Inc.	Washington
Price Gregory Construction, Inc.	Delaware
Price Gregory International, Inc.	Delaware
Quanta Delaware, Inc.	Delaware
Quanta Government Services, Inc.	Delaware
Quanta Government Solutions, Inc.	Delaware
Quanta Power Generation, Inc.	Delaware
Quanta Services Management Partnership, L.P.	Texas
Quanta Utility Installation Company, Inc.	Delaware
Quanta Utility Services-Gulf States, Inc.	Delaware
Road Bore Corporation	Hawaii
Service Electric Company	Delaware
Southwest Trenching Company, Inc.	Texas
Sumter Utilities, Inc.	Delaware
Sunesys, LLC	Delaware
The Ryan Company, Inc.	Massachusetts
Tom Allen Construction Company	Delaware
Underground Construction Co., Inc.	Delaware
Utility Line Management Services, Inc.	Delaware
Winco, Inc.	Oregon

EXHIBIT A

TRENCH OPEN BONDS

(See Attached)

SECOND AMENDMENT TO
SECOND AMENDED AND RESTATED CREDIT AGREEMENT

THIS SECOND AMENDMENT TO SECOND AMENDED AND RESTATED CREDIT AGREEMENT dated as of July 19, 2013 (the "Agreement") is entered into among Quanta Services, Inc., a Delaware corporation (the "Borrower"), the Guarantors, the Lenders party hereto and Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer. All capitalized terms used herein and not otherwise defined herein shall have the meanings given to such terms in the Credit Agreement (as defined below).

RECITALS

WHEREAS, the Borrower, the Guarantors, the Lenders and the Administrative Agent entered into that certain Second Amended and Restated Credit Agreement dated as of August 2, 2011 (as amended and modified from time to time, the "Credit Agreement");

WHEREAS, the Borrower has requested that the Lenders amend the Credit Agreement as set forth in Section 1 below;

WHEREAS, the Lenders have agreed to provide the requested amendments, subject to the terms and conditions set forth herein;

NOW, THEREFORE, in consideration of the premises and the mutual covenants contained herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Amendments. The Credit Agreement is hereby amended as follows:

(a) The following definitions are hereby added to Section 1.01 of the Credit Agreement in the appropriate alphabetical order:

"Commodity Exchange Act" means the Commodity Exchange Act (7 U.S.C. § 1 *et seq.*).

"Excluded Swap Obligation" means, with respect to any Guarantor, any Swap Obligation if, and to the extent that, all or a portion of the Guaranty of such Guarantor of, or the grant under a Loan Document by such Guarantor of a security interest to secure, such Swap Obligation (or any Guarantee thereof) is or becomes a violation of the Commodity Exchange Act or any rule, regulation or order of the Commodity Futures Trading Commission (or the application or official interpretation of any thereof) by virtue of such Guarantor's failure for any reason to constitute an "eligible contract participant" as defined in the Commodity Exchange Act (determined after giving effect to Section 4.08 and any and all Guarantees of such Guarantor's Swap Obligations by other Loan Parties) at the time the Guaranty of such Guarantor, or grant by such Guarantor of a security interest, becomes effective with respect to such Swap Obligation. If a Swap Obligation arises under a Master Agreement governing more than one Swap Contract, such exclusion shall apply to only the portion of such Swap Obligation that is attributable to Swap Contracts for which such Guaranty or security interest is or becomes a violation of the Commodity Exchange Act or any rule, regulation or order of the Commodity Futures Trading Commission (or the application or official interpretation of any thereof).

"Master Agreement" has the meaning set forth in the definition of "Swap Contract."

“Qualified ECP Guarantor” means at any time each Loan Party with total assets exceeding \$10,000,000 or that qualifies at such time as an “eligible contract participant” under the Commodity Exchange Act and can cause another Person to qualify as an “eligible contract participant” at such time under Section 1a(18)(A)(v)(II) of the Commodity Exchange Act.

“Specified Loan Party” means any Loan Party that is not, at the applicable time, an “eligible contract participant” under the Commodity Exchange Act.

“Swap Obligations” means with respect to any Guarantor any obligation to pay or perform under any agreement, contract or transaction that constitutes a “swap” within the meaning of Section 1a(47) of the Commodity Exchange Act.

(b) The definition of “Guarantors” set forth in Section 1.01 of the Credit Agreement is hereby amended to read as follows:

“Guarantors” means (a) each Domestic Subsidiary of the Borrower that is a Wholly Owned Subsidiary, (b) each other Person that joins as a Guarantor pursuant to Section 7.12, (c) with respect to (i) Obligations under any Swap Contract between any Loan Party and any Swap Bank, (ii) Obligations under any Treasury Management Agreement between any Loan Party and any Treasury Management Bank and (iii) any Swap Obligation of a Specified Loan Party (determined before giving effect to Sections 4.01 and 4.08) under the Guaranty, the Borrower, and (d) the successors and permitted assigns of the foregoing; provided that no Regulated Subsidiary shall be a Guarantor prior to obtaining the receipt of the approvals and/or consents required by Section 7.16 with respect to such Regulated Subsidiary.

(c) The definition of “Obligations” set forth in Section 1.01 of the Credit Agreement is hereby amended to add the following proviso at the end of such definition: ; provided that the “Obligations” of a Guarantor shall exclude any Excluded Swap Obligations with respect to such Guarantor.

(d) The following Section 4.08 is hereby added immediately following Section 4.07 of the Credit Agreement:

4.08 Keepwell.

Each Loan Party that is a Qualified ECP Guarantor at the time the Guaranty in this Article IV by any Specified Loan Party, or the grant of a security interest under the Loan Documents by any such Specified Loan Party, in either case, becomes effective with respect to any Swap Obligation, hereby jointly and severally, absolutely, unconditionally and irrevocably undertakes to provide such funds or other support to each Specified Loan Party with respect to such Swap Obligation as may be needed by such Specified Loan Party from time to time to honor all of its obligations under this Guaranty and the other Loan Documents in respect of such Swap Obligation (but, in each case, only up to the maximum amount of such liability that can be hereby incurred without rendering such Qualified ECP Guarantor’s obligations and undertakings under this Article IV voidable under applicable Debtor Relief Laws, and not for any greater amount). The obligations and undertakings of each Qualified ECP Guarantor under this Section 4.08 shall remain in full force and effect until the Obligations have been indefeasibly paid and performed in full. Each Loan Party intends this Section 4.08 to constitute, and this Section 4.08 shall be deemed to constitute, a “keepwell, support, or other agreement” for the benefit of each Specified Loan Party for all purposes of the Commodity Exchange Act.

(e) Clause (b)(ii) of Section 7.12 is hereby amended to read as follows:

(ii) deliver to the Administrative Agent (x) documents of the types referred to in Sections 5.01(f) and (g) and (y) favorable opinions of counsel to such Person (which shall cover, among other things, the legality, validity, binding effect and enforceability of the documentation referred to in clause (i)), all in form, content and scope reasonably satisfactory to the Administrative Agent.

(f) Clause (a)(ii) of Section 7.14 is hereby amended to read as follows:

(ii) deliver such other documentation as the Administrative Agent may reasonably request in connection with the foregoing, including, without limitation, appropriate UCC-1 financing statements, real estate title insurance policies, surveys, certified resolutions and other organizational and authorizing documents of such Person, favorable opinions of counsel to such Person (which shall cover, among other things, the legality, validity, binding effect and enforceability of the documentation referred to above in this Section 7.14 and the perfection of the Administrative Agent's Liens thereunder) and other items of the types required to be delivered pursuant to Section 5.01(g), all in form, content and scope reasonably satisfactory to the Administrative Agent.

(g) The following sentence is hereby added to the end of Section 9.03 of the Credit Agreement:

Excluded Swap Obligations with respect to any Guarantor shall not be paid with amounts received from such Guarantor or such Guarantor's assets, but appropriate adjustments shall be made with respect to payments from other Loan Parties to preserve the allocation to Obligations otherwise set forth above in this Section.

2. Conditions Precedent. This Agreement shall be effective upon receipt by the Administrative Agent of counterparts of this Agreement duly executed by each of the Borrower, the Guarantors, the Required Lenders and Bank of America, N.A., as Administrative Agent.

3. Miscellaneous.

(a) The Credit Agreement and the obligations of the Loan Parties thereunder and under the other Loan Documents, are hereby ratified and confirmed and shall remain in full force and effect according to their terms.

(b) Upon the effectiveness of this Agreement, each reference in the Credit Agreement to "this Agreement," "hereunder" or words of like import shall mean and be a reference to the Credit Agreement, as affected and amended by this Agreement.

(c) Each Guarantor (a) acknowledges and consents to all of the terms and conditions of this Agreement, (b) affirms all of its obligations under the Loan Documents and (c) agrees that this Agreement and all documents executed in connection herewith do not operate to reduce or discharge its obligations under the Credit Agreement or the other Loan Documents.

(d) The Borrower and the Guarantors hereby represent and warrant as follows:

(i) Each Loan Party has taken all necessary action to authorize the execution, delivery and performance of this Agreement;

(ii) This Agreement has been duly executed and delivered by the Loan Parties and constitutes each of the Loan Parties' legal, valid and binding obligations, enforceable in accordance with its terms, except as such enforceability may be subject to (A) bankruptcy, insolvency, reorganization, fraudulent conveyance or transfer, moratorium or similar laws affecting creditors' rights generally and (B) general principles of equity (regardless of whether such enforceability is considered in a proceeding at law or in equity); and

(iii) No consent, approval, authorization or order of, or filing, registration or qualification with, any court or governmental authority or third party is required in connection with the execution, delivery or performance by any Loan Party of this Agreement.

(e) The Loan Parties represent and warrant to the Lenders that (i) the representations and warranties of the Loan Parties set forth in Article VI of the Credit Agreement and in each other Loan Document are true and correct in all material respects as of the date hereof with the same effect as if made on and as of the date hereof, except to the extent such representations and warranties expressly relate solely to an earlier date, in which case they shall be true and correct as of such earlier date, and (ii) no event has occurred and is continuing which constitutes a Default or an Event of Default.

(f) This Agreement may be executed in any number of counterparts, each of which when so executed and delivered shall be an original, but all of which shall constitute one and the same instrument. Delivery of an executed counterpart of this Agreement by telecopy or digital/electronic transmission (e.g. PDF format) shall be effective as an original and shall constitute a representation that an executed original shall be delivered.

(g) THIS AGREEMENT AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES HEREUNDER SHALL BE GOVERNED BY AND CONSTRUED AND INTERPRETED IN ACCORDANCE WITH THE LAWS OF THE STATE OF NEW YORK.

[Signature pages follow]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed as of the date first above written.

BORROWER:

QUANTA SERVICES, INC.,
a Delaware corporation

By: /s/ Nicholas M. Grindstaff

Name: Nicholas M. Grindstaff

Title: Vice President – Finance and Treasurer

GUARANTORS:

ALLTECK LINE CONTRACTORS (USA), INC.
CONAM CONSTRUCTION CO.
CONTI COMMUNICATIONS, INC.
CROCE ELECTRIC COMPANY, INC.
CRUX SUBSURFACE, INC.
DACON CORPORATION
DASHIELL CORPORATION
DILLARD SMITH CONSTRUCTION COMPANY
ENERGY CONSTRUCTION SERVICES, INC.
FIVE POINTS CONSTRUCTION CO.
H.L. CHAPMAN PIPELINE CONSTRUCTION, INC.
INFRASOURCE CONSTRUCTION, LLC
INFRASOURCE FIELD SERVICES, LLC
INFRASOURCE FI, LLC
INFRASOURCE INSTALLATION, LLC
INFRASOURCE, LLC
INFRASOURCE PIPELINE FACILITIES, INC.
INFRASOURCE SERVICES, LLC
INFRASOURCE TRANSMISSION SERVICES COMPANY
INFRASOURCE UNDERGROUND CONSTRUCTION, INC.
INFRASOURCE UNDERGROUND SERVICES CANADA, INC.
INLINE DEVICES, LLC
INTERMOUNTAIN ELECTRIC, INC.
IONEARTH, LLC
IRBY CONSTRUCTION COMPANY
ISLAND MECHANICAL CORPORATION
MANUEL BROS., INC.

By: /s/ Nicholas M. Grindstaff

Name: Nicholas M. Grindstaff

Title: Treasurer

SECOND AMENDMENT TO SECOND AMENDED
AND RESTATED LOAN AGREEMENT
QUANTA SERVICES, INC.

MEARS GROUP, INC.
MEJIA PERSONNEL SERVICES, INC.
MICROLINE TECHNOLOGY CORPORATION
M.J. ELECTRIC CALIFORNIA, INC.
M.J. ELECTRIC, LLC
NORTH SKY ENGINEERING, INC.
NOVA NEXTGEN SOLUTIONS, LLC
PAR ELECTRICAL CONTRACTORS, INC.
POTELCO, INC.
PRICE GREGORY CONSTRUCTION, INC.
PRICE GREGORY INTERNATIONAL, INC.
PRICE GREGORY SERVICES, LLC
PWR FINANCIAL COMPANY
PWR NETWORK, LLC
QPS ENGINEERING, LLC
QSI, INC.
QUANTA ASSET MANAGEMENT LLC
QUANTA CAPITAL SOLUTIONS, INC.
QUANTA DELAWARE, INC.
QUANTA ELECTRIC POWER SERVICES, LLC
QUANTA ENERGY SERVICES, LLC
QUANTA FIBER NETWORKS, INC.
QUANTA GOVERNMENT SERVICES, INC.
QUANTA GOVERNMENT SOLUTIONS, INC.
QUANTA HOLDINGS I GP, LLC
QUANTA INTERNATIONAL SERVICES, INC.
QUANTA LXII ACQUISITION, INC.
QUANTA LXVII ACQUISITION, INC.

By: /s/ Nicholas M. Grindstaff

Name: Nicholas M. Grindstaff

Title: Treasurer

SECOND AMENDMENT TO SECOND AMENDED
AND RESTATED LOAN AGREEMENT
QUANTA SERVICES, INC.

QUANTA LXVIII ACQUISITION, INC.
QUANTA LXIX ACQUISITION, INC.
QUANTA LXX ACQUISITION, INC.
QUANTA LXXI ACQUISITION, INC.
QUANTA LXXII ACQUISITION, INC.
QUANTA LXXIII ACQUISITION, INC.
QUANTA PIPELINE SERVICES, INC.
QUANTA POWER, INC.
QUANTA POWER GENERATION, INC.
QUANTA SERVICES CONTRACTING, INC.
QUANTA TECHNOLOGY, LLC
QUANTA UTILITY INSTALLATION COMPANY, INC.
QUANTA UTILITY SERVICES-GULF STATES, INC.
QUANTAWORKS, LLC
REALTIME ENGINEERS, INC.
REALTIME UTILITY ENGINEERS, INC.
ROAD BORE CORPORATION
SERVICE ELECTRIC COMPANY
SOUTHWEST TRENCHING COMPANY, INC.
SUMTER UTILITIES, INC.
SUNESYS, LLC
SUNESYS OF MASSACHUSETTS, LLC
SUNESYS OF VIRGINIA, INC.
THE RYAN COMPANY, INC.
TOM ALLEN CONSTRUCTION COMPANY
TOTAL QUALITY MANAGEMENT SERVICES, LLC
UNDERGROUND CONSTRUCTION CO., INC.
UTILIMAP CORPORATION
UTILITY LINE MANAGEMENT SERVICES, INC.
UTILITY LOCATE AND MAPPING SERVICES, INC.
VCS SUB, INC.
WINCO, INC.

By: /s/ Nicholas M. Grindstaff

Name: Nicholas M. Grindstaff

Title: Treasurer

SECOND AMENDMENT TO SECOND AMENDED
AND RESTATED LOAN AGREEMENT
QUANTA SERVICES, INC.

CAN-FER UTILITY SERVICES, LLC

By: Mejia Personnel Services, Inc.,
its sole member

By: /s/ Nicholas M. Grindstaff

Name: Nicholas M. Grindstaff

Title: Treasurer

MEARS CONSTRUCTION, LLC

By: InfraSource, LLC,
its sole member

By: /s/ Nicholas M. Grindstaff

Name: Nicholas M. Grindstaff

Title: Treasurer

LAZY Q RANCH, LLC

By: Quanta Asset Management, LLC,
its sole member

By: /s/ Nicholas M. Grindstaff

Name: Nicholas M. Grindstaff

Title: Treasurer

MEARS/CPG, LLC

By: Mears Group, Inc.,
its sole member

By: /s/ Nicholas M. Grindstaff

Name: Nicholas M. Grindstaff

Title: Treasurer

SECOND AMENDMENT TO SECOND AMENDED
AND RESTATED LOAN AGREEMENT
QUANTA SERVICES, INC.

DIGCO UTILITY CONSTRUCTION, L.P.
LINDSEY ELECTRIC, L.P.
NORTH HOUSTON POLE LINE, L.P.

By: Mejia Personnel Services, Inc.,
its general partner

By: /s/ Nicholas M. Grindstaff
Name: Nicholas M. Grindstaff
Title: Treasurer

QSI FINANCE V (US), LLP

By: QSI Finance IV (Canada) ULC,
its managing partner

By: /s/ Nicholas M. Grindstaff
Name: Nicholas M. Grindstaff
Title: Treasurer

QUANTA ASSOCIATES, L.P.

By: Quanta Services, Inc.,
its general partner

By: /s/ Nicholas M. Grindstaff
Name: Nicholas M. Grindstaff
Title: Vice President – Finance and Treasurer

QUANTA MARINE SERVICES, LLC
RMS HOLDINGS, LLC

By: Quanta Energy Services, LLC,
its sole member

By: /s/ Nicholas M. Grindstaff
Name: Nicholas M. Grindstaff
Title: Treasurer

SECOND AMENDMENT TO SECOND AMENDED
AND RESTATED LOAN AGREEMENT
QUANTA SERVICES, INC.

QUANTA RECEIVABLES, L.P.

By: PWR Network, LLC,
its general partner

By: /s/ Nicholas M. Grindstaff

Name: Nicholas M. Grindstaff

Title: Treasurer

QUANTA SERVICES MANAGEMENT PARTNERSHIP, L.P.

By: QSI, Inc.,
its general partner

By: /s/ Nicholas M. Grindstaff

Name: Nicholas M. Grindstaff

Title: Treasurer

SECOND AMENDMENT TO SECOND AMENDED
AND RESTATED LOAN AGREEMENT
QUANTA SERVICES, INC.

ADMINISTRATIVE AGENT:

BANK OF AMERICA, N.A.,
as Administrative Agent

By: /s/ Anthony W. Kell

Name: Anthony W. Kell

Title: Vice President

SECOND AMENDMENT TO SECOND AMENDED
AND RESTATED LOAN AGREEMENT
QUANTA SERVICES, INC.

LENDERS:

BANK OF AMERICA, N.A.,
as a Lender, Swing Line Lender and L/C Issuer

By: /s/ Gary L. Mingle

Name: Gary L. Mingle

Title: Senior Vice-President

SECOND AMENDMENT TO SECOND AMENDED
AND RESTATED LOAN AGREEMENT
QUANTA SERVICES, INC.

LENDERS:

SUMITOMO MITSUI BANKING CORPORATION

By: /s/ Shuji Yabe

Name: Shuji Yabe

Title: Managing Director

SECOND AMENDMENT TO SECOND AMENDED
AND RESTATED LOAN AGREEMENT
QUANTA SERVICES, INC.

LENDERS:

BOKF, NA DBA BANK OF TEXAS

By: /s/ Mike Sultanik

Name: Mike Sultanik

Title: Senior Vice President

SECOND AMENDMENT TO SECOND AMENDED
AND RESTATED LOAN AGREEMENT
QUANTA SERVICES, INC.

LENDERS:

UMB BANK, N.A.

By: /s/ David A. Proffitt

Name: David A. Proffitt

Title: Senior Vice President

SECOND AMENDMENT TO SECOND AMENDED
AND RESTATED LOAN AGREEMENT
QUANTA SERVICES, INC.

LENDERS:

WELLS FARGO BANK, N.A.

By: /s/ Missy Collura

Name: Missy Collura

Title: Vice President

SECOND AMENDMENT TO SECOND AMENDED
AND RESTATED LOAN AGREEMENT
QUANTA SERVICES, INC.

LENDERS:

AMEGY BANK NATIONAL ASSOCIATION

By: /s/ Jeremy Newsom

Name: Jeremy Newsom

Title: Senior Vice President

SECOND AMENDMENT TO SECOND AMENDED
AND RESTATED LOAN AGREEMENT
QUANTA SERVICES, INC.

LENDERS:

PNC BANK, NATIONAL ASSOCIATION

By: /s/ John Berry

Name: John Berry

Title: Vice President

SECOND AMENDMENT TO SECOND AMENDED
AND RESTATED LOAN AGREEMENT
QUANTA SERVICES, INC.

LENDERS:

BRANCH BANKING & TRUST COMPANY

By: /s/ Matt McCain

Name: Matt McCain

Title: Senior Vice President

SECOND AMENDMENT TO SECOND AMENDED
AND RESTATED LOAN AGREEMENT
QUANTA SERVICES, INC.

LENDERS:

BANK OF MONTREAL

By: /s/ John Armstrong

Name: John Armstrong

Title: Director

SECOND AMENDMENT TO SECOND AMENDED
AND RESTATED LOAN AGREEMENT
QUANTA SERVICES, INC.

LENDERS:

JP MORGAN CHASE BANK, N.A.

By: /s/ John Kushnerick

Name: John Kushnerick

Title: Vice President

SECOND AMENDMENT TO SECOND AMENDED
AND RESTATED LOAN AGREEMENT
QUANTA SERVICES, INC.

I, James F. O'Neil III, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Quanta Services, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: August 9, 2013

By: /s/ JAMES F. O'NEIL III
James F. O'Neil III
President and Chief Executive Officer

I, Derrick A. Jensen, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Quanta Services, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: August 9, 2013

By: /s/ DERRICK A. JENSEN

Derrick A. Jensen
Chief Financial Officer

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

Each of the undersigned officers of Quanta Services, Inc. (the "Company") hereby certifies, pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to such officer's knowledge that:

(1) the accompanying Form 10-Q report for the period ending June 30, 2013 as filed with the U.S. Securities and Exchange Commission (the "Report") fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934, as amended; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of the dates and for the periods expressed in the Report.

Dated: August 9, 2013

/s/ JAMES F. O'NEIL III
James F. O'Neil III
President and Chief Executive Officer

Dated: August 9, 2013

/s/ DERRICK A. JENSEN
Derrick A. Jensen
Chief Financial Officer