

Primoris Services Corp
Form 10-K
March 07, 2013
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K

(Mark One)

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

For the fiscal year ended December 31, 2012

OR

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

For the transition period from _____ to _____

Commission file number: 0001-34145

Primoris Services Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

20-4743916
(I.R.S. Employer
Identification No.)

2100 McKinney Avenue, Suite 1500
Dallas, Texas
(Address of principal executive offices)

75201
(Zip Code)

(214) 740-5600

(Registrant's telephone number, including area code)

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

Title of each class	Name of exchange on which registered
Common Stock, \$0.0001 par value	The NASDAQ Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

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

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company (as defined in Rule 12b-2 of the Exchange Act).

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller Reporting Company

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

The aggregate market value of the voting common equity held by non-affiliates of the registrant was approximately \$395.3 million based upon the closing price of such common equity as of June 29, 2012 (the last business day of the Registrant's most recently completed second fiscal quarter). On March 1, 2013, there were 51,445,439 shares of common stock, par value \$0.0001, outstanding. For purposes of this Annual Report on Form 10-K, in addition to those stockholders which fall within the definition of affiliates under Rule 405 of the Securities Act of 1933, holders of ten percent or more of the Registrant's common stock are deemed to be affiliates.

Documents Incorporated by Reference

Portions of the Proxy Statement to be delivered to stockholders in connection with the Registrant's 2012 Annual Meeting of Stockholders and to be filed on or before 120 days after the end of the Registrant's fiscal year end are incorporated by reference into Part III of this Annual Report on Form 10-K. With the exception of those portions that are specifically incorporated in this Annual Report on Form 10-K, such Proxy Statement shall not be deemed filed as part of this Annual Report on Form 10-K or incorporated by reference herein.

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FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the Securities Act), and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act), which are subject to the safe harbor created by those sections. Forward-looking statements include information concerning our possible or assumed future results of operations, business strategies, financing plans, competitive position, industry environment, potential growth opportunities, the effects of regulation and the economy, generally. Forward-looking statements include all statements that are not historical facts and usually can be identified by terms such as anticipates, believes, could, estimates, expects, intends, may, plans, potential, predicts, projects, should, will, would or similar expressions.

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. We discuss many of these risks in detail in Item 1A. Risk Factors . You should read this Annual Report on Form 10-K completely and with the understanding that our actual future results may be materially different from what we expect.

Given these uncertainties, you should not place undue reliance on forward-looking statements. Forward-looking statements represent our management's beliefs and assumptions only as of the date of this Annual Report on Form 10-K. We assume no obligation to update forward-looking statements publicly, or to update the reasons actual results could differ materially from those anticipated in any forward-looking statements, even if new information becomes available.

PART I

ITEM 1. BUSINESS

Business Overview

Primoris Services Corporation (Primoris , the Company , we , us or our) is a holding company of various subsidiaries, which form one of the largest publicly traded specialty contractors and infrastructure companies in the United States. Serving diverse end-markets, Primoris provides a wide range of construction, fabrication, maintenance, replacement, water and wastewater, and engineering services to major public utilities, petrochemical companies, energy companies, municipalities, state departments of transportation and other customers. With our acquisitions of JCG in 2009, Rockford in 2010 and four additional acquisitions in 2012, Primoris has more than tripled its size in revenues since 2009. The Company's national footprint now extends nearly nationwide and in to Canada.

We install, replace, repair and rehabilitate natural gas, refined product, water and wastewater pipeline systems, large diameter gas and liquid pipeline facilities, heavy civil projects, earthwork and site development and also construct mechanical facilities and other structures, including power plants, petrochemical facilities, refineries and parking structures. In addition, we provide maintenance services, including inspection, overhaul and emergency repair services, to cogeneration plants, refineries and similar mechanical facilities. Through our subsidiary

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OnQuest, Inc., we provide engineering and design services for fired heaters and furnaces primarily used in refinery applications. Through our subsidiary Cardinal Contractors, Inc., we construct water and wastewater facilities in Florida and Texas.

The Company's common stock trades on the NASDAQ Select Global Market under the symbol PRIM . In February 2008, Primoris Corporation (referred to as Former Primoris), a privately-held company, entered into an Agreement and Plan of Merger with Rhapsody Acquisition Corp. (Rhapsody), a publicly-held company. Rhapsody was founded as a special purpose acquisition company in 2006, and we became a public company in July 2008 when, the merger was completed and Rhapsody changed its name to Primoris Services Corporation .

Our service capabilities and geographic footprint have expanded through the following acquisitions.

First, on December 18, 2009, we acquired James Construction Group, LLC, a privately-held Florida limited liability company (JCG). JCG is one of the largest general contractors based in the Gulf Coast states and is engaged in highway, industrial and environmental construction, primarily in Louisiana, Texas and Florida. JCG is the successor company to T. L. James and Company, Inc., a Louisiana company that has been in business for over 80 years. Headquartered in Baton Rouge, Louisiana, JCG serves government and private clients in a broad geographical region that includes the entire Gulf Coast region of the United States.

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Second, on November 8, 2010, the Company entered into an agreement (the Rockford Agreement) to acquire privately-held Rockford Corporation (Rockford). Upon completion of the transaction on November 12, 2010, Rockford became a wholly owned subsidiary. Based in Hillsboro (Portland), Oregon, Rockford specializes in construction of large diameter natural gas and liquid pipeline projects and related facilities.

And third, during 2012, we made four acquisitions:

1. On March 12, 2012, we purchased certain assets of Sprint Pipeline Services, L.P. (Sprint), headquartered in Pearland (outside Houston), Texas. Sprint provides a comprehensive range of pipeline construction, maintenance, upgrade, fabrication and specialty services primarily in the southeastern United States.
2. On May 30, 2012, we purchased certain assets of Silva Contracting Company, Inc., Tarmac Materials, LLC and C3 Interest, LLC (collectively, Silva). Based outside of Houston, Texas, Silva provides transportation infrastructure maintenance, asphalt paving, and material sales in the Gulf Coast region of the United States. Following this acquisition, Silva was merged with the operations of JCG.
3. On September 28, 2012, we purchased certain assets of The Saxon Group, Inc. (Saxon). Based in Suwanee, Georgia, outside Atlanta, Saxon is a full service industrial construction enterprise with special expertise in the industrial gas processing and power plant sectors.
4. On November 17, 2012, we purchased all of the issued and outstanding shares of stock of Q3 Contracting, Inc., a privately-held Minnesota corporation (Q3C). The sellers elected to treat the acquisition as an asset purchase under Section 338(h)(10) of the Internal Revenue Code. Based in Little Canada, Minnesota, north of St. Paul, Minnesota, Q3C specializes in small diameter pipeline and gas distribution construction, restoration and other services, primarily in the upper Midwest region of the United States.

The Company segregates the business into three operating segments: the East Construction Services segment, the West Construction Services segment and the Engineering segment.

Range of Services East and West Construction Services

Both the East Construction Services and the West Construction Services segments specialize in a range of services that include designing, building/installing, replacing, repairing/rehabilitating and providing management services for construction related projects. Our services include:

- Providing installation of underground pipeline, cable and conduits for entities in the petroleum, petrochemical and water industries;

- Providing installation and maintenance of industrial facilities for entities in the petroleum, petrochemical and water industries;
- Providing installation of complex commercial and industrial cast-in-place structures; and
- Providing construction of highways and industrial and environmental construction.

East Construction Services

The East Construction Services segment consists of business located primarily in the southeastern United States and along the Gulf Coast. The segment includes the JCG heavy civil, industrial and infrastructure and maintenance operations headquartered in Baton Rouge, Louisiana; water and wastewater construction operations of Cardinal Contractors, Inc. located in Sarasota, Florida; and the newly acquired operations of Sprint, Silva and Saxon.

West Construction Services

The West Construction Services segment consists of businesses located primarily in the western United States. The segment includes the underground and industrial operations of ARB, Inc., headquartered in Lake Forest, California; the operations of Rockford, which while headquartered in Hillsboro, Oregon, performs its major capital underground work throughout the United States; the operations of ARB Structures, Inc., Alaska Continental Pipeline, Inc., All Day Electric Company, Inc. (100% owned in 2011 and 50% in prior years), Stellaris, LLC, Primoris Renewables, Inc. and Juniper Rock, Inc. The segment also includes the operations of the Blythe Power Constructors joint venture and newly acquired Q3 Contracting, Inc.

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Engineering

The Engineering segment includes the results of OnQuest, Inc. and Born Heaters Canada, ULC. The Engineering group specializes in designing, supplying, and installing high-performance furnaces, heaters, burner management systems, and related combustion and process technologies for clients in the oil refining, petrochemical, and power generation industries. It furnishes turnkey project management with technical expertise and the ability to deliver custom engineering solutions worldwide.

Detailed information regarding the revenues, operating results and total assets for each segment is contained in our audited financial statements at the end of this Annual Report on Form 10-K.

Trends

We continue to operate in a challenging business environment with increasing regulatory requirements and only gradual recovery in the economy from the recessionary levels of the past four years. Economic and regulatory issues have adversely affected our customers and have affected demand for our services, and demand may continue to be impacted as conditions slowly improve. The additional uncertainty associated with federal sequestration and budget issues only adds to the difficulty in predicting the timing or magnitude that industry trends may have on our business, particularly in the near-term.

For our underground services, we expect that the opportunities for natural gas pipeline construction will increase over the next few years. Development of gas shale formations throughout North America has resulted in a significant increase in the natural gas supply, leading to an apparent long-term reduction in natural gas prices. As one of the cleanest-burning fossil fuels, low-cost natural gas supports the U.S. goals of energy independence from foreign energy sources, which may be achieved in the next two decades, and a cleaner environment. The existing pipeline infrastructure appears to be insufficient to meet the growing natural gas demand which could lead to opportunities for new pipeline construction. In addition, the recently passed Pipeline Safety, Regulatory Certainty, and Job Creation Act of 2011, authorized the Pipeline and Hazardous Materials and Safety Administration to promulgate new rules for pipeline integrity. These rules are in addition to various state regulations. We believe that these integrity testing requirements will increase the demand for our underground services. We have the ability to offer construction and maintenance of large diameter pipeline, mid-stream pipeline and gathering lines in both our West and East construction services segments.

The U.S. Energy Information Administration has stated that the number of natural gas-fired power plants built will increase significantly over the next two decades. In addition, as renewable energy generation continues to increase and become a larger percentage of the overall power generation mix, natural gas may well be the fuel used to provide backup power generation. A significant contributor to the revenue and profitability of the West Construction Services segment is construction of electrical power generation facilities. Demand for electric power is expected to grow, especially in large population centers such as California. That demand may be met by renewable energy sources, such as solar power, or by converting current facilities to more efficient sources of power. We expect that this continuing demand growth will provide significant opportunities for our construction services over time. During 2012, we completed an acquisition that adds major construction experience for gas plants to our East Construction Services segment. We also expect that the continuing long-term low cost of natural gas could lead to heavy industrial opportunities as coal-fired power plants are converted to natural gas and as chemical plants that use natural gas as a feedstock expand. The low price may also lead to the development and construction of LNG facilities, which would provide opportunity for both our engineering and construction segments.

We also expect that renewable energy projects will provide construction opportunities over the next few years. Almost two thirds of the states have adopted renewable portfolio standards or goals. In many locations, the development and construction of solar and wind facilities requires the building of peaker plants to meet demand when the renewable resources are not available. In addition, alternative energy sources such as waste-to-power facilities provide long-term construction opportunities.

Our highway construction services are finding a challenging market in the near-term. Declining tax revenues, budget deficits, financing constraints and competing priorities have resulted in cutbacks in new infrastructure projects in the public sector. Some funding sources that have been specifically earmarked for infrastructure spending, such as diesel and gasoline taxes, are not as directly affected by a stagnant or declining economy, unless actual consumption is reduced. However, even these can be temporarily at risk as state and local governments struggle to balance their budgets. Additionally, high fuel prices can have a dampening effect on consumption, resulting in overall lower tax revenue. Offsetting these challenges is the need for continuing improvements and additions in highway infrastructure and the perception of federal and state funding of transportation projects as an investment in infrastructure. Our highway construction is focused on the states of Louisiana, Texas and Mississippi. Of these states, Texas continues to increase its highway construction budget while the other two states have cut back in the current environment.

Strategy

Our strategy emphasizes the following key elements:

- *Diversification Through Controlled Expansion.* We continue to emphasize the expansion of our scope of services beyond our traditional focus by increasing the scope of services offered to current customers and by adding new customers. In December 2009, we completed the acquisition of JCG and in November 2010 we completed the acquisition of Rockford as part of this strategy. In 2012, we acquired four additional companies, including Sprint, Silva, Saxon and Q3C. We intend to continue to evaluate acquisitions that offer growth opportunities and the ability to leverage our resources as a leading service provider to the oil and gas, power, refining and water industries. Our strategy also considers potential selective expansion to new geographic regions.
- *Emphasis on Retention of Existing Customers and Recurring Revenue.* In order to fully leverage our relationships with our existing customer base, we believe it is important to maintain strong customer relationships and to expand our base of recurring revenue sources and recurring customers.

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- *Ownership of Equipment.* Many of our services are equipment intensive. The cost of construction equipment, and in some cases the availability of construction equipment, provides a significant barrier to entry into several of our businesses. We believe that our ownership of a large and varied construction fleet and our maintenance facilities enhances our access to reliable equipment at a favorable cost.
- *Stable Work Force.* In each of our separate segments, we maintain a stable work force of skilled, experienced laborers, many of whom are cross-trained in projects such as pipeline and facility construction, refinery maintenance, and piping systems.
- *Selective Bidding.* We selectively bid on projects that we believe offer an opportunity to meet our profitability objectives, or that offer the opportunity to enter promising new markets. In addition, we review our bidding opportunities to attempt to minimize concentration of work with any one customer, in any one industry, or in stressed labor markets. We believe that by carefully positioning ourselves in market segments that have meaningful barriers of entry, we can position ourselves so that we compete with other strong, experienced bidders.

Backlog

Backlog is discussed in Item 7. *Management's Discussion and Analysis of Financial Condition and Results of Operations* of this Annual Report on Form 10-K.

Customers

Historically, we have longstanding relationships with major utility, refining, petrochemical, power and engineering companies. We have completed major underground and industrial projects for a number of large natural gas transmission and petrochemical companies in the western United States, as well as significant projects for our engineering customers. Through JCG, we expanded our customer base to include a significant presence in the Gulf Coast region of the United States and with Q3C, expanded into the upper Midwest United States and with Rockford we are expanding throughout the United States. The various acquisitions have also changed the composition of our customer base with significant increases in public state agency projects. We enter into a large number of contracts each year and the projects can vary in length from several weeks, to as long as 48 months for completion on larger projects. Although we have not been dependent upon any one customer in any year, a small number of customers tend to constitute a substantial portion of our total revenues.

Our customers have included many of the leading energy and utility companies in the United States, including, among others, Conoco Phillips, British Petroleum, Pacific Gas & Electric, Sempra Energy, Williams, Valero, Chevron, Calpine, Kinder Morgan and El Paso Corporation.

The following customers accounted for more than 5% of our revenues in the periods indicated:

Description of customer's business	2012	2011	2010
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Texas DOT	5.8%	*	5.0%
Public gas and electric utility	14.6%	11.3%	7.3%
Gas utility	5.6%	*	*
Private gas and electric utility	6.9%	*	*
Louisiana DOT	11.1%	16.4%	20.5%
Gas utility (Ruby Pipeline Project)	0.8%	18.8%	8.4%
Totals	44.8%	46.5%	41.2%

(*) Indicates a customer with less than 5% of revenues during such period.

As shown in the table, the customers accounting for revenues in excess of 5% each year varies from year to year due to the nature of our business. A large construction project for a customer may result in significant revenues in that particular year, with significantly less revenues in subsequent years after project completion.

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For the years ended December 31, 2012, 2011 and 2010, approximately 55.9%, 68.5% and 55.3%, respectively, of total revenues were generated from the top ten customers of the Company in each year. In each of the years, a different group of customers comprised the top ten customers by revenue.

At December 31, 2012, approximately 10.0% of the Company's accounts receivable were due from one customer, and that customer provided 14.6% of the Company's revenues for the year ended December 31, 2012. At December 31, 2011, approximately 15.5% of the Company's accounts receivable were due from the same customer, which provided 11.3% of the Company's revenues for the year ended December 31, 2011.

Management at each of our operating units is responsible for developing and maintaining successful long-term relationships with customers. Our operating unit management teams build existing customer relationships to secure additional projects and increase revenue from our current customer base. Operating unit managers are also responsible for pursuing growth opportunities with prospective new customers.

We believe that our strategic relationships with customers will result in future opportunities. Some of our strategic relationships are in the form of strategic alliance or long-term maintenance agreements. However, we realize that future opportunities also require cost effective bids as pricing is a key element for most construction projects.

Ongoing Projects

The following is a summary of significant ongoing construction projects demonstrating our capabilities in different markets at December 31, 2012:

Segment	Project	Location	Approximate Contract Amount (Millions)	Estimated Completion Date	Remaining Backlog at December 31, 2012 (Millions)
West Construction Services	550 MW Combined Cycle Plant	El Segundo, CA	\$ 185	08/2013	\$ 70
West Construction Services	Solar Energy Project	Blythe, CA	\$ 80	01/2014	55
West Construction Services	118 mile 20" gas pipeline	Newark, OH	\$ 95	11/2013	95
West Construction Services	Waste water collection system	Las Osos, CA	\$ 25	08/2014	20
East Construction Services	IH 35 from S.363 to N.363	Temple, LA	\$ 240	05/2017	240
East Construction Services	IH 35 Salado to Belton	Salado, TX	\$ 110	08/2014	60
East Construction Services	NW Loop 363	Temple, LA	\$ 40	12/2014	35
Engineering	Waste Heat Recovery	Australia	\$ 35	08/2013	5

Competition

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We face substantial competition on large construction projects from both regional and national contractors. Competitors on small construction projects range from a few large construction companies to a variety of smaller contractors. We compete with many local and regional firms for construction services and with a number of large firms on select projects. Each business segment faces varied competition depending on the type of project and services offered.

We compete with different companies in different end markets. Large competitors in our underground markets include Quanta Services, Inc., MasTec Inc. and Willbros Group; competitors in our industrial end markets include Kiewit Corporation; and competitors in our highway services include Sterling Construction Company, Boh Brothers and Zachary Construction Company.

We believe that the primary factors influencing competition in our industry are price, reputation for quality, delivery and safety, relevant experience, availability of skilled labor, machinery and equipment, financial strength, knowledge of local markets and conditions, and estimating abilities. We believe that we compete favorably in all of the foregoing factors.

Geographic Areas Financial Information

The following table sets forth our revenues from external customers attributable to our operations in the countries identified below for the years ended December 31, 2012, 2011 and 2010, and the total assets located in those countries for the years ended December 31, 2012 and 2011. The amounts shown are in millions of dollars. Our revenue from operations in the United States is related to projects primarily in the geographic United States. Our revenue from operations in Canada is primarily derived from our Engineering segment's office in Calgary, Canada, but relates to specific projects in other countries, especially in the Far East and Australia.

Country	2012		Year Ended December 31,				Total Assets at	
	Revenue	%	2011	Revenue	%	2010	December 31,	
			Revenue			Revenue	2012	2011
United States	\$ 1,531	99.3	\$ 1,448	99.2	\$ 920	97.7	\$ 921	\$ 719
Non-United States	11	0.7	12	0.8	22	2.3	10	9
TOTAL	\$ 1,542	100.0	\$ 1,460	100.0	\$ 942	100.0	\$ 931	\$ 728

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All non-United States revenue was generated in the Engineering Segment. For the table above, revenues generated by OnQuest's Canadian subsidiary, Born Heaters Canada, ULC, were used to estimate non-United States revenues.

Risks Attendant to Foreign Operations

In 2012, as set forth in the table above, approximately 0.7% of our revenue was attributable to external customers in foreign countries. The current expectation is that a similar portion of revenue will continue to come from international projects for the foreseeable future. Though a small portion of our revenues, international operations are subject to foreign economic and political uncertainties and risks as disclosed more fully in Item 1A Risk Factors of this Annual Report. Unexpected and adverse changes in the foreign countries in which we operate could result in project disruptions, increased costs and potential losses. Our business is subject to fluctuations in demand and to changing domestic and international economic and political conditions which are beyond our control.

Contract Provisions and Subcontracting

We typically structure contracts as unit-price, time and material, fixed-price or cost plus fixed fee. A substantial portion of our revenue is derived from contracts that are fixed price or fixed unit price contracts. Under a fixed price contract, we undertake to provide labor, equipment and services required by a project for a competitively bid or negotiated fixed price. The materials required under a fixed price contract, such as pipe, turbines, boilers and vessels are often supplied by the party retaining us. Under a fixed unit price contract, we are committed to providing materials or services required by a project at fixed unit prices. While the fixed unit price contract shifts the risk of estimating the quantity of units required for a particular project to the party retaining us, any increase in our unit cost over the unit price bid, whether due to inflation, inefficiency, faulty estimates or other factors, is borne by us.

Construction contracts are primarily obtained through competitive bidding or through negotiations with long-standing customers. We are typically invited to bid on projects undertaken by recurring customers who maintain pre-qualified contractor lists. Contractors are selected for the pre-approved contractor lists by virtue of their prior performance for such customers, as well as their experience, reputation for quality, safety record, financial strength and bonding capacity.

In evaluating bid opportunities, we consider such factors as the customer, the geographic location of the work, the availability of labor, our competitive advantage or disadvantage relative to other likely contractors, our current and projected workload, the likelihood of additional work, and the project's cost and profitability estimates. We use computer-based estimating systems and our estimating staff has significant experience in the construction industry. The project estimates form the basis of a project budget against which performance is tracked through a project cost system, thereby enabling management to monitor a project. Project costs are accumulated and monitored weekly against billings and payments to assure proper control of cash flow on the project.

Most contracts provide for termination of the contract for the convenience of the owner. In addition, many contracts are subject to certain completion schedule requirements with liquidated damages in the event schedules are not met. To date, these provisions have not materially adversely affected us.

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We act as prime contractor on a majority of the construction projects we undertake. In the construction industry, the prime contractor is normally responsible for the performance of the entire contract, including subcontract work. Thus, we are potentially subject to increased costs associated with the failure of one or more subcontractors to perform as anticipated. While we subcontract specialized activities such as blasting, hazardous waste removal and electrical work, we perform most of the work on our projects with our own resources, including labor and equipment.

Our gas distribution services are typically provided pursuant to renewable contracts on a unit-cost basis. Fees on unit-cost contracts are negotiated and are earned based on units completed. Historically, substantially all of the gas distribution customers have renewed their maintenance contracts. Facilities maintenance services, such as regularly scheduled and emergency repair work, are provided on an ongoing basis at predetermined rates.

Risk Management, Insurance and Bonding

We maintain general liability and excess liability insurance, covering our construction equipment, and workers' compensation insurance, in amounts consistent with industry practices. In the States of California, Texas and Louisiana, we self-insure our workers' compensation claims in an amount of up to \$250,000 per occurrence, and we maintain insurance covering larger claims. In addition, we maintain umbrella coverage, and we believe that our insurance programs are adequate.

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We maintain a diligent safety and risk management program that has resulted in a favorable loss experience factor. Through our safety director and the employment of a large staff of regional and site specific safety managers, we have been able to effectively assess and control potential losses and liabilities in both the pre-construction and performance phases of our projects. Though we strongly focus on safety in the workplace, we cannot give assurances that we can prevent or reduce all injuries or claims in our workplace.

In connection with our business, we generally are required to provide various types of surety bonds guaranteeing our performance under certain public and private sector contracts. Our ability to obtain surety bonds depends upon our capitalization, working capital, backlog, past performance, management expertise and other factors and the surety company's current underwriting standards. To date, we have obtained the level of surety bonds necessary for the needs of our business.

Regulation

Our operations are subject to various federal, state, local and international laws and regulations including:

- Licensing, permitting and inspection requirements;
- Building codes;
- Permitting and inspection requirements applicable to construction projects; and
- Special bidding, procurement and other requirements on government projects.

We believe that we have all the licenses required to conduct our operations and that we are in substantial compliance with applicable regulatory requirements.

Environmental Matters and Climate Change Impacts

We are subject to numerous federal, state, local and international environmental laws and regulations governing our operations, including the handling, transportation and disposal of non-hazardous and hazardous substances and wastes, as well as emissions and discharges into the environment, including discharges to air, surface water, groundwater and soil. We also are subject to laws and regulations that impose liability and cleanup responsibility for releases of hazardous substances into the environment. Under certain of these laws and regulations, such liabilities can be imposed for cleanup of previously owned or operated properties, or properties to which hazardous substances or wastes were sent by current or former operations at our facilities, regardless of whether we directly caused the contamination or violated any law at the time of discharge or disposal. The presence of contamination from such substances or wastes could interfere with ongoing operations or adversely affect our ability to sell, lease or use our properties as collateral for financing.

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In addition, we could be held liable for significant penalties and damages under certain environmental laws and regulations and also could be subject to a revocation of our licenses or permits, which could materially and adversely affect our business and results of operations. Our contracts with our customers may also impose liabilities on us regarding environmental issues that arise through the performance of our services. From time to time, we may incur costs and obligations for correcting environmental noncompliance matters and for remediation at or relating to certain of our properties. We believe that we are in substantial compliance with our environmental obligations to date and that any such obligations will not have a material adverse effect on our business or financial performance.

The potential physical impacts of climate change on our operations are highly uncertain. Climate change may result in, among other things, changes in rainfall patterns, storm patterns and intensities and temperature levels. As discussed elsewhere in this Annual Report on Form 10-K, including in Item 1A. *Risk Factors*, our operating results are significantly influenced by weather. Therefore, significant changes in historical weather patterns could significantly impact our future operating results. For example, if climate change results in significantly more adverse weather conditions in a given period, we could experience reduced productivity, which could negatively impact our revenues and gross margins.

Climate change could also affect our customers and the types of projects that they award. Demand for power projects, underground pipelines or highway projects could be affected by significant changes in weather. Reductions in project awards could adversely affect our operations and financial performance.

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Employees

We believe that our employees are our most valuable resource in successfully completing construction work. Our ability to maintain sufficient continuous work for approximately 5,000 hourly employees helps us to instill in our employees loyalty to and understanding of our policies and contributes to our strong production, safety and quality record.

As of December 31, 2012, we employed approximately 1,184 salaried employees and approximately 5,727 hourly employees. The total number of hourly personnel employed is subject to the volume of construction in progress. During the calendar year 2012, the number of employees ranged from approximately 4,800 employees to 8,100 employees.

The following is a summary of employees by function and geography at December 31, 2012:

	CA	LA	TX	MS	CO	MN	Other US	Canada	Total
Salaried	300	316	320	19	30	55	108	36	1,184
Hourly	1,539	1,512	1,313	192	197	163	811	0	5,727
Total	1,839	1,828	1,633	211	227	218	919	36	6,911

Several of our subsidiaries have operations that are unionized through the negotiation and execution of collective bargaining agreements. These collective bargaining agreements have varying terms and are subject to renegotiation upon expiration. We have not experienced recent work stoppages and believe our employee and union relations are good.

Website Access and Other Information

Our website address is www.prim.com. You may obtain free electronic copies of our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and any amendments to these reports through our website under the Investor Relations tab or through the website of the Securities and Exchange Commission (the SEC) at www.sec.gov. These reports are available on our website as soon as reasonably practicable after we electronically file them with, or furnish them to, the SEC. In addition, our Corporate Governance Guidelines, Code of Ethics and Business Conduct (including a separate code which applies to our CEO, CFO and senior financial executives) and the charters of our Audit Committee, Compensation Committee and Governance and Nominating Committee are posted on our website under the Investor Relations/Corporate Governance tab. We intend to disclose on our website any amendments or waivers to our Code of Ethics and Business Conduct that are required to be disclosed pursuant to Item 5.05 of Form 8-K. You may obtain copies of these items from our website.

We will make available to any stockholder, without charge, copies of our Annual Report on Form 10-K as filed with the SEC. For copies of this or any other information, stockholders should submit a request in writing to Primoris Services, Inc., Attn: Corporate Secretary, 2100 McKinney Avenue, Suite 1500, Dallas, TX 75201.

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This Annual Report on Form 10-K and our website may contain information provided by other sources that we believe are reliable. However, we cannot assure you that the information obtained from other sources is accurate or complete. No information on our website is incorporated by reference herein and should not be considered part of this Annual Report.

ITEM 1A. RISK FACTORS

Our business is subject to a variety of risks and uncertainties, many of which are described below. The following list is not all-inclusive, and there can be no assurance that we have correctly identified and appropriately assessed all factors affecting our business or that the publicly available and other information with respect to these matters is complete and correct. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial also may have a material adverse effects on our business, financial condition and results of operations in the future.

Risks Related to Our Business and Operations

Our financial and operating results may vary significantly from quarter-to-quarter and year-to-year, which may adversely affect the price and value of your common stock.

Our annual and quarterly results may be adversely affected by:

- Changes in our mix of customers, projects, contracts and business;
- Regional and/or general economic conditions;
- Variations and changes in the margins of projects performed during any particular quarter;
- Increases in the costs to perform services caused by changing weather conditions;
- The termination of existing agreements or contracts;
- The budgetary spending patterns of customers;

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- Increases in construction costs that we may be unable to pass through to our customers;
- Cost or schedule overruns on fixed-price contracts;
- Availability of qualified labor for specific projects;
- Changes in bonding requirements and bonding availability for existing and new agreements;
- Costs we incur to support growth whether organic or through acquisitions;
- The timing and volume of work under contract; and
- Losses experienced in our operations.

As a result of these factors, our operating results in any particular quarter may not be indicative of the results that you may expect for any other quarter or for the entire year. Such fluctuations in our financial and operating results may affect the value of your common stock.

Our business is labor intensive. We depend on key personnel and we may not be able to operate and grow our business effectively if we lose the services of any of our key personnel or are unable to attract qualified and skilled personnel in the future. This could lead to a decrease in our overall competitiveness, resulting in an adverse effect on our business, operating results, financial condition and value of your common stock.

We are dependent upon the efforts of our key personnel, and our ability to retain them and hire other qualified employees. In particular, we are dependent upon the management and leadership of Brian Pratt, who is our Chief Executive Officer, as well as other members of executive and senior management. The loss of any of the executive officers or other key personnel could affect our ability to run our business effectively. Competition for senior management personnel is intense, and we may not be able to retain our personnel even though we have entered into employment agreements with certain of them. The loss of any key person requires the remaining key personnel to divert immediate and substantial attention to seeking a replacement. An inability to find a suitable replacement for any departing executive or senior officer on a timely basis could adversely affect our ability to operate and grow our business.

Our ability to maintain our productivity and profitability may be limited by our ability to employ, train and retain skilled personnel necessary to meet our requirements. We may not be able to maintain an adequately skilled labor force necessary to operate efficiently and to support our growth strategy. We have from time-to-time experienced, and may in the future experience, shortages of certain types of qualified personnel. For example, periodically there are shortages of engineers, project managers, field supervisors, and other skilled workers capable of working on and supervising the construction of underground, heavy civil and industrial facilities, as well as providing engineering services. The supply of experienced engineers, project managers, field supervisors and other skilled workers may not be sufficient to meet current or expected demand. At the end of 2012, we are receiving anecdotal evidence of a shortage of qualified welders in the United States. The beginning of new, large-scale infrastructure projects or increased competition for workers currently available to us, could affect our business, even if we are not awarded such projects. Labor shortages or increased labor costs could impair our ability to maintain our business or grow our revenues. If we are unable to hire employees with the requisite skills, we may also be forced to incur significant training expenses. The occurrence of any of the foregoing could have an adverse effect on our business, operating results, financial condition and value of our common stock.

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We may be unsuccessful at generating internal growth, which may affect our ability to expand our operations or grow our business, which may cause an adverse effect on our financial condition, results of operations and cash flows.

Our ability to generate internal growth may be affected by, among other factors, our ability to:

- Attract new customers;
- Increase the number of projects performed for existing customers;
- Hire and retain qualified personnel;
- Successfully bid for new projects; and
- Adapt the range of services we offer to address our customers' evolving construction needs.

In addition, our customers may reduce the number or size of projects available to us due to their inability to obtain capital. Our customers may also reduce projects in response to economic conditions.

Many of the factors affecting our ability to generate internal growth may be beyond our control, and we cannot be certain that our strategies will be successful or that we will be able to generate cash flow sufficient to fund our operations and to support internal growth. If we are unsuccessful, we may not be able to achieve internal growth, expand our operations or grow our business and the failure to do so could have an adverse effect on our financial condition, results of operation and cash flows.

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Demand for our services may decrease during economic recessions or volatile economic cycles, and the reduction in demand may adversely affect our business.

The engineering and construction industries historically have experienced cyclical fluctuations in financial results due to economic recessions, downturns in business cycles of our customers, material shortages, price increases by subcontractors, interest rate fluctuations and other economic factors beyond our control. When the general level of economic activity deteriorates, our customers may delay or cancel upgrades, expansions, and/or maintenance and repairs to their systems. Many factors, including the financial condition of the industry, could adversely affect our customers and their willingness to fund capital expenditures in the future.

At the end of 2012, the economy is slowly recovering from the recent recession. The economic conditions have adversely impacted the demand for our services and resulted in the delay, reduction or cancellation of certain projects and may continue to adversely affect us in the future. Additionally, many of our customers finance their projects through the incurrence of debt or the issuance of equity. If the availability of credit remains uncertain, a continued reduction in our customers spending for services could have a material adverse affect on our operations and our ability to grow at historical levels.

Much of the work that we perform in the highway markets involves funding by federal, state and local governments. In the current budgetary and political environment, funding for these projects could be reduced significantly, which could have a material adverse affect on our operations and financial results.

We are also dependent on the amount of work our customers outsource. In a slower economy, our customers may decide to outsource less infrastructure services reducing demand for our services. In addition, consolidation, competition or capital constraints in the industries we serve may result in reduced spending by our customers.

Industry trends and government regulations could reduce demand for our pipeline construction services.

The demand for our pipeline construction services is dependent on the level of capital project spending by companies in the oil and gas industry. This level of spending is subject to large fluctuations depending primarily on the price of oil and natural gas. The price is a function of many factors, including levels of supply and demand, government polices and regulations, oil industry refining capacity and the potential development of alternative fuels.

Specific government decisions could affect demand for our construction services. For example, a limitation on the use of fracking technology, or a decision to not build a major pipeline, such as occurred in 2012, could significantly affect the revenues and profitability of our operations.

We derive a significant portion of our revenues from a few customers, and the loss of one or more of these customers could have significant effects on our revenues, resulting in adverse effects on our financial condition, results of operations and cash flows.

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Our customer base is highly concentrated, with our top ten customers accounting for approximately 55.9% of our revenue in 2012, 68.5% of our revenue in 2011 and 55.0% of our revenue in 2010. Our revenue could significantly decline if we lose one or more of our significant customers. In addition, revenues under our contracts with significant customers may vary from period-to-period depending on the timing and volume of work performed. Reduced demand for our services or a loss of a significant customer could have an adverse effect on our financial condition, results of operations and cash flows.

Our actual cost may be greater than expected in performing our fixed-price and unit-price contracts, causing us to realize significantly lower profits or losses on our projects, which would have an adverse effect on our financial condition, results of operations and cash flows.

We currently generate, and expect to continue to generate, a portion of our revenue and profits under fixed-price and unit-price contracts. The approximate portion of revenue generated from fixed-price contracts for the years 2012, 2011 and 2010 was 51%, 38% and 40%, respectively. The approximate portion of revenue generated from unit-price contracts for the years 2012, 2011 and 2010 was 30%, 28% and 32%, respectively. In general, we must be able to estimate the costs of completing a specific project to bid these types of contracts. The actual cost of labor and materials may vary from the costs we originally estimated, and we may not be successful in recouping additional costs from our customers. These variations, may cause gross profits for a project to differ from those we originally estimated. Reduced profitability or losses on projects could occur due to changes in a variety of factors such as:

- Failure to properly estimate costs of engineering, materials, equipment or labor;
- Unanticipated technical problems with the structures, materials or services being supplied by us, which may require that we spend our own money to remedy the problem;
- Unreimbursable project modifications creating unanticipated costs;
- Changes in the costs of equipment, materials, labor or subcontractors;

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- Our suppliers or subcontractors failure to perform;
- Changes in local laws and regulations, and;
- Delays caused by local weather conditions.

As projects grow in size and complexity, these factors may combine, and depending on the size of the particular project, variations from the estimated contract costs could have a material adverse effect on our financial condition, results of operations and cash flows.

We may lose business to competitors through the competitive bidding processes, which could have an adverse effect on our financial condition, results of operations and cash flows.

We are engaged in highly competitive businesses in which most customer contracts are awarded through bidding processes based on price and the acceptance of certain risks. We compete with other general and specialty contractors, both foreign and domestic, including large international contractors and small local contractors. The strong competition in our markets requires maintaining skilled personnel and investing in technology, and it also puts pressure on profit margins. We do not obtain contracts from all of our bids and our inability to win bids at acceptable profit margins would adversely affect our financial condition and results of operations.

We may pay our suppliers and subcontractors before receiving payment from our customers for the related services; we could experience an adverse effect on our financial condition, results of operations and cash flows.

We use subcontractors and material suppliers for portions of certain work, and our customers pay us for those related services. If we pay our suppliers and subcontractors for materials purchased and work performed for customers who fail to pay, or such customers delay in paying us for the related work or materials, we could experience a material adverse effect on our financial condition, results of operations and cash flows.

Our unionized workforce may commence work stoppages, which could adversely affect our operations.

As of December 31, 2012, approximately 37% of our hourly employees, primarily consisting of field laborers, were covered by collective bargaining agreements. Of the 72 collective bargaining agreements to which we are a party, nineteen expire during 2013 and require renegotiation. Although the majority of these agreements prohibit strikes and work stoppages, we cannot be certain that strikes or work stoppages will not occur in the future. Strikes or work stoppages would adversely impact our relationships with our customers and could have an adverse effect on our financial condition, results of operations and cash flows.

Our ability to complete future acquisitions could be adversely affected because of our union status for a variety of reasons. For instance, in certain geographic areas, our union agreements may be incompatible with the union agreements of a business we want to acquire and some businesses may not want to become affiliated with a union company. In addition, if we acquire a union affiliated company, we may increase our

future exposure to withdrawal liabilities for any underfunded pension plans.

The current Federal administration has expressed strong support for legislation and regulation that would create more flexibility and opportunity for labor unions to organize non-union workers. This legislation or regulation could result in a greater percentage of our workforce being subject to collective bargaining agreements.

Withdrawal from multiemployer pension plans associated with our unionized workforce could adversely affect our financial condition and results of operations.

Our collective bargaining agreements generally require that we participate with other companies in multiemployer pension plans. To the extent those plans are underfunded, the Employee Retirement Income Security Act of 1974 (ERISA), as amended by the Multiemployer Pension Plan Amendments Act of 1980 (MEPA), may subject us to substantial liabilities under those plans if we withdraw from them or they are terminated. In addition, the Pension Protection Act of 2006 added new funding rules generally applicable to plan years beginning after 2007 for multiemployer plans that are classified as endangered, seriously endangered or critical status. For a plan in critical status, additional required contributions and benefit reductions may apply if a plan is determined to be underfunded, which could adversely affect our financial condition or results of operations. For plans in critical status, we may be required to make additional contributions, generally in the form of surcharges on contributions otherwise required. Participation in those plans with high funding levels could adversely affect our results of operations, financial condition or cash flows if we are not able to adequately mitigate these costs.

The amount of the withdrawal liability legislated by ERISA and MEPA varies for every pension plan to which we contribute. For each plan, our liability is the total unfunded vested benefits of the plan multiplied by a fraction: the numerator of the fraction is the sum of our contributions to the plan for the past ten years and the denominator is the sum of all contributions made by all employers for the past ten years. For some pension plans to which we contribute, the unfunded vested benefits are in the billions of dollars. If we cannot reduce the liability through exemptions or negotiations, the withdrawal from a plan could have a material adverse impact on our financial condition, results of operations and cash flows.

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Our business growth could outpace the capability of our internal infrastructure and may prohibit us from expanding our operations or execute our business plan, which failures may adversely affect the value of our common stock.

Our internal infrastructure may not be adequate to support our operations as they expand. To the extent that we are unable to buy or build equipment necessary for a project, either due to a lack of available funding or equipment shortages in the marketplace, we may be forced to rent equipment on a short-term basis or to find alternative ways to perform the work without the benefit of equipment ideally suited for the job, which could increase the costs of completing the project. We often bid for work knowing that we will have to rent equipment on a short-term basis, and we include our assumptions of market equipment rental rates in our bid. If market rates for rental equipment increase between the time of bid submission and project execution, our margins for the project may be reduced. In addition, our equipment requires continuous maintenance, which we generally provide through our own repair facilities. If we are unable to continue to maintain the equipment in our fleet, we may be forced to obtain additional third-party repair services at a higher cost or be unable to bid on contracts.

A significant portion of our business depends on our ability to provide surety bonds and we may be unable to compete for or work on certain projects if we are not able to obtain the necessary surety bonds, which could result in an adverse affect on our financial condition, results of operations and cash flows.

Our contracts frequently require that we provide payment and performance bonds to our customers. Under standard terms in the surety market, sureties issue or continue bonds on a project-by-project basis and can decline to issue bonds at any time or require the posting of additional collateral as a condition to issuing or renewing bonds.

Current or future market conditions, as well as changes in our surety providers' assessments of our operating and financial risk, could cause our surety providers to decline to issue or renew, or to substantially reduce, the availability of bonds for our work and could increase our bonding costs. These actions could be taken on short notice. If our surety providers were to limit or eliminate our access to bonding, our alternatives would include seeking bonding capacity from other sureties, finding more business that does not require bonds and posting other forms of collateral for project performance, such as letters of credit or cash. We may be unable to secure these alternatives in a timely manner, on acceptable terms, or at all. Accordingly, if we were to experience an interruption or reduction in the availability of bonding capacity, we may be unable to compete for or work on certain projects and such interruption or reduction could have an adverse effect on our financial condition, results of operations and cash flows.

Our bonding requirements may limit our ability to incur indebtedness, which would limit our ability to refinance our existing credit facilities or to execute our business plan, and potentially result in an adverse effect on our business.

Our ability to obtain surety bonds depends upon various factors including our capitalization, working capital, tangible net worth and amount of our indebtedness. In order to help ensure that we can obtain required bonds, we may be limited in our ability to incur additional indebtedness that may be needed to refinance our existing credit facilities upon maturity and to execute our business plan. Our inability to incur additional indebtedness could have an adverse effect on our business, operating results and financial condition.

Our business may be affected by difficult work sites and environments, which may adversely affect our ability to procure materials and labor, which may adversely affect our overall business.

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

We are self-insured against potential liabilities.

Although we maintain insurance policies with respect to employer's liability, general liability, auto and workers compensation claims, those policies are subject to a deductible of \$250,000 per occurrence. We are primarily self-insured for all claims that do not exceed the amount of the applicable deductible. In addition, for our employees not part of a collective bargaining agreement, we provide employee health care benefit plans. Our primary health insurance plan is subject to a deductible of \$150,000 per claimant per year.

Our insurance policies include various coverage requirements, including the requirement to give appropriate notice. If we fail to comply with these requirements, our coverage could be denied.

Losses under our insurance programs are accrued based upon our estimates of the ultimate liability for claims reported and an estimate of claims incurred but not reported. 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 the accruals are adequate. If we were to experience insurance claims or costs significantly above our estimates, our results of operations could be adversely affected in a given period.

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Our reported results of operations could be adversely affected as a result of goodwill impairments.

When we acquire a business, we record an asset called goodwill for the excess amount we pay for the business, including liabilities assumed, over the fair value of the tangible and intangible assets of the business we acquire. We have made various acquisitions, including the acquisitions of JCG, Rockford, Sprint, Silva, Saxon and Q3C. We recorded approximately \$114.8 million in goodwill and \$73.7 million of intangible assets in connection with these acquisitions based on the application of the acquisition method of accounting. At the time of the acquisitions, management makes certain estimates and assumptions when allocating goodwill to reporting units and determining the fair value of a reporting unit's net assets and liabilities, including, among other things, an assessment of market conditions, projected cash flows, investment rates, cost of capital and growth rates. Fair value was determined using a combination of the discounted cash flow, market multiple and market capitalization valuation approaches. Under current accounting rules, goodwill and other intangible assets that have indefinite useful lives cannot be amortized, but instead must be tested at least annually for impairment, while intangible assets that have finite useful lives are amortized over their useful lives. As discussed in Item 7. *Management's Discussion and Analysis of Financial Condition and Results of Operations - Critical Accounting Policies*, the accounting literature provides specific guidance for testing goodwill and non-amortized intangible assets for impairment. Any future impairment of the goodwill or intangible assets recorded in connection with the various acquisitions, or for any future acquisitions, would negatively impact our results of operations for the period in which the impairment is recognized.

During the ordinary course of our business, we may become subject to lawsuits or indemnity claims, which could materially and adversely affect our business and results of operations.

We have in the past been, and may in the future be, named as a defendant in lawsuits, claims and other legal proceedings during the ordinary course of our business. These actions may seek, among other things, compensation for alleged personal injury, workers' compensation, employment discrimination, breach of contract, property damage, punitive damages, and civil penalties or other losses or injunctive or declaratory relief. In addition, we generally indemnify our customers for claims related to the services we provide and actions we take under our contracts with them, and, in some instances, we may be allocated risk through our contract terms for actions by our customers or other third parties. Because our services in certain instances may be integral to the operation and performance of our customers' infrastructure, we may become subject to lawsuits or claims for any failure of the systems that we work on, even if our services are not the cause of such failures, and we could be subject to civil and criminal liabilities to the extent that our services contributed to any property damage, personal injury or system failure. The outcome of any of these lawsuits, claims or legal proceedings could result in significant costs and diversion of management's attention to the business. Payments of significant amounts, even if reserved, could adversely affect our reputation, liquidity and results of operations.

We may incur liabilities or suffer negative financial or reputational impacts relating to health and safety matters.

Our operations are subject to extensive laws and regulations relating to the maintenance of safe conditions in the workplace. While we have invested, and will continue to invest, substantial resources in our occupational health and safety programs, our industry involves a high degree of operational risk and there can be no assurance that we will avoid significant liability exposure. Although we have taken what we believe are appropriate precautions, we have suffered fatalities in the past and may suffer additional fatalities in the future. Serious accidents, including fatalities, may subject us to substantial penalties, civil litigation or criminal prosecution. Claims for damages to persons, including claims for bodily injury or loss of life, could result in substantial costs and liabilities, which could materially and adversely affect our financial condition, results of operations or cash flows. In addition, if our safety record were to substantially deteriorate over time or we were to suffer substantial penalties or criminal prosecution for violation of health and safety regulations, our customers could cancel our contracts and not award us future business.

We may incur additional healthcare costs arising from federal healthcare reform legislation.

In March 2010, the Patient Protection and Affordable Care Act and the Health Care and Education Reconciliation Act of 2010 were signed into law in the U.S. This legislation expands health care coverage to many uninsured individuals and expands coverage to those already insured. The changes required by this legislation could cause us to incur additional healthcare and other costs. The employee insurance requirements are expected to impact our expenses beginning in 2014. At the end of 2012, our independent insurance broker estimated that our insurance costs could increase by \$14 million annually. While we anticipate increases in our customer billing rates to reflect the increased expense, there can be no guarantee that we will be able to pass these costs to our customers or that our competition will increase their bids to reflect the increased healthcare costs. For our multi-year highway projects, we may not be able to anticipate further increases in healthcare costs associated with the healthcare reform legislation.

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Opportunities within the government arena could subject us to increased governmental regulation and costs.

Most government contracts are awarded through a regulated competitive bidding process. As we pursue increased opportunities in the government arena, management's focus may be diverted away from other opportunities. Involvement with government contracts could require incurring a significant amount of costs before any revenues are realized from these contracts. In addition, as a government contractor, we would be subject to a number of procurement rules and other public sector liabilities, any deemed violation of which could lead to fines or penalties or a loss of business. Government agencies routinely audit and investigate government contractors. Government agencies may review a contractor's performance under its contracts, cost structure, and compliance with applicable laws, regulations and standards. If government agencies determine through these audits or reviews that costs were improperly allocated to specific contracts, they will not reimburse the contractor for those costs or may require the contractor to refund previously reimbursed costs. If government agencies determine that we engaged in improper activity, we may be subject to civil and criminal penalties. In addition, if the government were to allege improper activity, we could experience serious harm to our reputation. Many government contracts must be appropriated each year. If appropriations are not made in subsequent years, we would not realize all of the potential revenues from any awarded contracts.

Inability to perform our obligations under Engineer, Procure and Construct (EPC) contracts may lead to higher costs, which would adversely affect our business.

EPC contracts require us to perform a range of services for our customers, some of which we routinely subcontract to other parties. The portion of revenue generated from EPC contracts for 2012, 2011 and 2010 was approximately 3%, 6% and 5%, respectively. The portion of gross profit generated from EPC contracts for 2012, 2011 and 2010 was approximately 4%, 9% and 4%, respectively. In most instances, these contracts require completion of a project by a specific date, achievement of certain performance standards or performance of our services at certain standards of quality. If we subsequently fail to meet such dates or standards, we may be held responsible for costs resulting from such failure. Our inability to obtain the necessary material and equipment to meet a project schedule or the installation of defective material or equipment could have an adverse effect on our financial condition, results of operations and cash flows.

We require subcontractors to assist us in providing certain services, and we may be unable to retain the necessary subcontractors to complete certain projects resulting in an adverse affect in our business.

We use subcontractors to perform portions of our contracts and to manage workflow, particularly for design, engineering, procurement and some foundation work. We are not dependent on any single subcontractor. However, general market conditions may limit the availability of subcontractors to perform portions of our contracts causing delays and increases in our costs, which could have an adverse effect on our financial condition, results of operations and cash flows.

Backlog may not be realized or may not result in revenues or profits.

Backlog is measured and defined differently by companies within our industry. We refer to backlog as our estimated revenue on uncompleted contracts, including the amount of revenue on contracts on which work has not begun, less the revenue we have recognized under such contracts. We calculate backlog differently for different types of contracts. For our fixed price contracts, we include the full remaining portion of the contract in our calculation of backlog. For our time-and-equipment, time-and-materials and cost-plus contracts, we do not include projected

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revenue in the calculation of backlog, regardless of the duration of the contract, unless we know the total contract value. In addition, we work with some of our customers under master service agreements (MSAs). We do not include any projected revenue from MSAs in our calculation of backlog; however, we include backlog for projects awarded with known scope and revenue.

Most contracts may be terminated by our customers on short notice. Reductions in backlog due to cancellation by a customer, or for other reasons, could significantly reduce the revenue and profit we actually receive from contracts in backlog. In the event of a project cancellation, we may be reimbursed for certain costs, but we typically have no contractual right to the total revenues reflected in our backlog. Projects may remain in backlog for extended periods of time. Given these factors and our method of calculating backlog, our backlog at any point in time may not accurately represent the revenue that we expect to realize during any period, and our backlog as of the end of a fiscal year may not be indicative of the revenue we expect to earn in the following fiscal year. Inability to realize revenue from our backlog could have an adverse effect on our financial condition, results of operations and cash flows.

Recognition of revenues from backlog does not necessarily insure that projects will be profitable.

Our use of percentage-of-completion accounting could result in a reduction or elimination of previously reported profits, which may result in an adverse affect on our financial condition and results of operations.

We recognize revenue using the percentage-of-completion method of accounting, using the cost-to-cost method, where revenues are estimated based on the percentage of costs incurred to date to total estimated costs. This method is used because management considers expended costs to be the best available measure of progress on these contracts. The earnings or losses recognized on individual contracts are based on estimates of total contract revenues, total costs and profitability. Contract losses are recognized in full when determined, and contract profit estimates are adjusted based upon ongoing reviews of contract profitability.

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Penalties are recorded when known or finalized, which generally is during the latter stages of the contract. In addition, we record adjustments to estimated costs of contracts when we believe the change in the estimate is probable and the amounts can be reasonably estimated. These adjustments could result in both increases and decreases in profit margins. Actual results could differ from estimated amounts and could result in a reduction or elimination of previously recognized earnings. In certain circumstances, it is possible that such adjustments could be significant and could have an adverse effect on our financial condition, results of operations and cash flows, especially when comparing the results of several periods.

Our financial results are based upon estimates and assumptions that may differ from actual results and such differences between the estimates and actual results may have an adverse effect on our financial condition, results of operations and cash flows.

In preparing our consolidated annual and quarterly financial statements in conformity with generally accepted accounting principles, many estimates and assumptions are used by management in determining the reported revenues and expenses recognized during the periods presented, and disclosures of contingent assets and liabilities known to exist as of the date of the financial statements. These estimates and assumptions must be made because certain information that is used in the preparation of our financial statements cannot be calculated with a high degree of precision from data available, is dependent on future events, or is not capable of being readily calculated based on generally accepted methodologies. Often times, these estimates are particularly difficult to determine, and we must exercise significant judgment. Estimates may be used in our assessments of the allowance for doubtful accounts, useful lives of property and equipment, fair value assumptions in analyzing goodwill and long-lived asset impairments, self-insured claims liabilities, revenue recognition under percentage-of-completion accounting and provisions for income taxes. Actual results for estimates could differ materially from the estimates and assumptions that we use, which could have an adverse effect on our financial condition, results of operations and cash flows.

The timing of new contracts may result in unpredictable fluctuations in our cash flow and profitability, which could adversely affect our business.

Substantial portions of our revenues are derived from project-based work that is awarded through a competitive bid process. The portion of revenue generated from the competitive bid process for 2012, 2011 and 2010 was approximately 69%, 73% and 76%, respectively. It is generally very difficult to predict the timing and geographic distribution of the projects that we will be awarded. The selection of, timing of or failure to obtain projects, delays in award of projects, the re-bidding or termination of projects due to budget overruns, cancellations of projects or delays in completion of contracts could result in the under-utilization of our assets and reduce our cash flows. Even if we are awarded contracts, we face additional risks that could affect whether, or when, work will begin. For example, some of our contracts are subject to financing, permitting and other contingencies that may delay or result in termination of projects. We may have difficulty in matching workforce size and equipment location with contract needs. In some cases, we may be required to bear the cost of a ready workforce and equipment that is larger than necessary, resulting in unpredictability in our cash flow, expenses and profitability. If any expected contract award or the related work release is delayed or not received, we could incur substantial costs without receipt of any corresponding revenues. Moreover, construction projects for which our services are contracted may require significant expenditures by us prior to receipt of relevant payments by a customer and may expose us to potential credit risk if the customer encounters financial difficulties. Finally, the winding down or completion of work on significant projects that were active in previous periods will reduce our revenue and earning if the significant projects have not been replaced in the current period.

If we fail to integrate acquisitions successfully, we may experience operational challenges and risks which may have an adverse effect on our business and results of operations.

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As part of our growth strategy, we intend to acquire companies that expand, complement or diversify our business. Acquisitions may expose us to operational challenges and risks, including, among others:

- The diversion of management's attention from the day-to-day operations of the combined company;
- Managing a significantly larger company than before completion of an acquisition;
- The assimilation of new employees and the integration of business cultures;
- Retaining key personnel;
- The integration of information, accounting, finance, sales, billing, payroll and regulatory compliance systems;
- Challenges in keeping existing customers and obtaining new customers;
- Challenges in combining service offerings and sales and marketing activities;
- The assumption of unknown liabilities of the acquired business for which there are inadequate reserves;
- The potential impairment of acquired goodwill and intangible assets; and
- The inability to enforce covenants not to compete.

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If we cannot effectively manage the integration process or if any significant business activities are interrupted as a result of the integration process of any acquisition, our business could suffer and our results of operations and financial condition may be negatively affected.

Our reported results of operations and financial condition could be adversely affected as a result of changes in accounting standards.

The Financial Accounting Standards Board has announced that it expects to finalize standards in the near future affecting revenue recognition and accounting for leases. Significant changes in either of these accounting standards could result in changes in the way we report our financial results. For example, if the lease accounting standard changes the accounting for operating leases, we may need to negotiate changes to our credit agreements to meet certain financial covenants. If we were unable to successfully negotiate these changes, we could negatively impact our ability to maintain or obtain future credit for growth opportunities.

We may not be successful in continuing to meet the internal control requirements of the Sarbanes-Oxley Act of 2002.

The Sarbanes-Oxley Act of 2002 has many requirements applicable to us regarding corporate governance and financial reporting, including the requirements for management to report on our internal controls over financial reporting and for our independent registered public accounting firm to express an opinion over the operating effectiveness of our internal control over financial reporting. As of December 31, 2012, our internal control over financial reporting was effective; however, there can be no assurance that our internal control over financial reporting will be effective in future years. Failure to maintain effective internal controls or the identification of significant internal control deficiencies in acquisitions already made or made in the future could result in a decrease in the market value of our common stock, the reduced ability to obtain financing, the loss of customers, penalties and additional expenditures to meet the requirements in the future.

Our business may be materially adversely impacted by regional, national and/or global requirements to significantly limit or reduce greenhouse gas emissions in the future.

Greenhouse gases that result from human activities, including burning of fossil fuels, are the focus of increased scientific and political scrutiny and may be subjected to various legal requirements. International agreements, federal laws, state laws and various regulatory schemes limit or otherwise regulate emissions of greenhouse gases, and additional restrictions are under consideration by different governmental entities. We derive a significant amount of revenues and contract profits from engineering and construction services to clients that own and/or operate a wide range of process plants and own and/or operate electric power generating plants that generate electricity from burning natural gas or various types of solid fuels. These plants may emit greenhouse gases as part of the process to generate electricity or other products. Compliance with the existing greenhouse gas regulation may prove costly or difficult. It is possible that owners and operators of existing or future process plants and electric generating plants could be subject to new or changed environmental regulations that result in significantly limiting or reducing the amounts of greenhouse gas emissions, increasing the cost of emitting such gases or requiring emissions allowances. The costs of controlling such emissions or obtaining required emissions allowances could be significant. It also is possible that necessary controls or allowances may not be available. Such regulations could negatively impact client investments in capital projects in our markets, which could negatively impact the market for our products and/or services. This could materially adversely affect our business, financial condition, results of operations and cash flows.

Changes to renewable portfolio standards and decreased demand for renewable energy projects could negatively impact our future results of operations, cash flows and liquidity.

A significant portion of our future business may be focused on providing construction and/or installation services to owners and operators of solar power and other renewable energy facilities. Currently, the development of solar and other renewable energy facilities is highly dependent on tax credits, the existence of renewable portfolio standards and other state incentives. Renewable portfolio standards are state-specific statutory provisions requiring that electric utilities generate a certain amount of electricity from renewable energy sources. These standards have initiated significant growth in the renewable energy industry and a potential demand for renewable energy infrastructure construction services. Since renewable energy is generally more expensive to produce, elimination of, or changes to, existing renewable portfolio standards, tax credits or similar environmental policies may negatively affect future demand for our services.

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Our international operations expose us to legal, political and economic risks in different countries as well as currency exchange rate fluctuations that could harm our business and financial results. We could be adversely affected by our failure to comply with laws applicable to our foreign activities, such as the U.S. Foreign Corrupt Practices Act.

During 2012 and 2011, revenue attributable to our services outside of the United States was approximately 0.7% and 0.8% of our total revenue, respectively. While much of this revenue is derived from the operations of our Canadian subsidiary, Born Heaters, ULC, actual construction operations have occurred in the several far eastern countries and in Australia. There are risks inherent in doing business internationally, including:

- Imposition of governmental controls and changes in laws, regulations, policies, practices, tariffs and taxes;
- Political and economic instability;
- Changes in United States and other national government trade policies affecting the market for our services;
- Potential non-compliance with a wide variety of laws and regulations, including the United States Foreign Corrupt Practices Act (FCPA) and similar non-United States laws and regulations;
- Currency exchange rate fluctuations, devaluations and other conversion restrictions;
- Restrictions on repatriating foreign profits back to the United States; and
- Difficulties in staffing and managing international operations.

The FCPA and similar anti-bribery laws in other jurisdictions prohibit U.S.-based companies and their intermediaries from making improper payments to non-U.S. officials for the purpose of obtaining or retaining business. We pursue opportunities in certain parts of the world that experience government corruption, and in certain circumstances, compliance with anti-bribery laws may conflict with local customs and practices. Our internal policies mandate compliance with all applicable anti-bribery laws. We require our partners, subcontractors, agents and others who work for us or on our behalf to comply with the FCPA and other anti-bribery laws. There is no assurance that our policies or procedures will protect us against liability under the FCPA or other laws for actions taken by our agents, employees and intermediaries. If we are found to be liable for FCPA violations (either due to our own acts or our inadvertence, or due to the acts or inadvertence of others), we could suffer from severe criminal or civil penalties or other sanctions, which could have a material adverse effect on our reputation, business, results of operations or cash flows. In addition, detecting, investigating and resolving actual or alleged FCPA violations is expensive and could consume significant time and attention of our senior management.

Any of these factors could have a material adverse effect on our business, financial condition, results of operations and cash flows. We review foreign operations annually to determine the viability and outlook for those operations.

Risks Related to our Common Stock

Our common stock is subject to potential dilution to our stockholders.

As part of our acquisition strategy, we have issued shares of common stock and used shares of common stock as a part of contingent earn-out consideration. Our Articles of Incorporation permit us to issue up to 90 million shares of common stock of which 51.4 million were outstanding at December 31, 2012. While NASDAQ rules require that we obtain shareholder approval to issue more than 20% additional shares, shareholder approval is not required below that level. In addition, we can issue shares of preferred stock which could cause further dilution to the shareholder, resulting in reduced net income and cash flow available to common stockholders.

In 2011, the Board of Directors determined that independent director compensation would include issuance of stock from the 2008 Long-term Incentive Equity Plan at a discount to the average market price of a previous month. In addition, the Compensation Committee of the Board of Directors approved issuance of common shares of stock from the 2008 Long-term Incentive Equity Plan at a discount to the average market price for the previous month to management level employees as part of a long-term incentive plan. In 2012 a total of 434,154 shares were issued and the Company repurchased 89,600 shares of stock under a repurchase program during 2012. This resulted in a net increase of 344,554 shares issued in 2012. In 2011, a total of 1,699,532 shares were issued for earn-out, director compensation and management incentive plans, resulting in a dilution of approximately 0.7% in 2012 and 3.4% in 2011. The continuation of the director compensation plan and the management long-term incentive plan will further dilute our current stockholders.

If we do not meet listing requirements, the NASDAQ Global Market may delist our securities from quotation on its exchange, which could limit investors' ability to make transactions in our securities and subject us to additional trading restrictions.

The Company is listed on the NASDAQ Global Market exchange, which has certain listing requirements with which we must comply. If we do not do so, we may be unable to maintain the listing of our securities in the future.

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If NASDAQ delists our securities from trading on its exchange, we could face significant material adverse consequences, including:

- A limited availability of market quotations for our securities;
- A limited amount of news and analyst coverage for our company; and
- A decreased ability to issue additional securities or obtain additional financing in the future.

Some of our director-officers and officers are significant stockholders, which may make it possible for them to have significant influence over the outcome of matters submitted to our stockholders for approval and their interests may differ from the interests of our other stockholders.

As of December 31, 2012, four of our director-officers beneficially owned an aggregate in excess of approximately 30.7% of the outstanding shares of our common stock. Our chairman and chief executive officer beneficially owned and had the power to vote approximately 27.6% of the outstanding shares of our common stock at December 31, 2012. These stockholders may have significant influence over the outcome of all matters submitted to our stockholders for approval, including the election of our directors and other corporate actions. Such influence could have the effect of discouraging others from attempting to purchase us or take us over and could reduce the market price offered for our common stock.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

Facilities

Our executive offices are located at 2100 McKinney Avenue, Suite 1500, Dallas, Texas 75201. The telephone number of our executive office is (214) 740-5600. The East Construction Services segment of our business has regional offices located in Baton Rouge, Louisiana, in Houston, Conroe and Pasadena, Texas, Birmingham, Alabama, Suwanee, Georgia and in Sarasota and Fort Lauderdale, Florida. The West Construction Services segment has regional offices located in Lake Forest, Pittsburg, San Francisco, Bakersfield and San Diego, California and offices located in Hillsboro, Oregon, Toledo, Washington, Montrose, Pennsylvania and Little Canada, Minnesota. The Engineering segment of our business has offices located in San Dimas, California and in Calgary, Canada.

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We lease most of the facilities used in our operations. The leases are generally for 10 to 12-year terms, expiring through 2022. The aggregate lease payments made for our facilities in 2012 were \$4.7 million. We believe that our facilities are adequate to meet our current and foreseeable requirements for the next several years.

We lease some of our facilities, employees and certain construction and transportation equipment from Stockdale Investment Group, Inc. (SIGI). All of these leases were entered into on similar terms as negotiated with an independent third party. Brian Pratt, one of our largest stockholders and our Chief Executive Officer, President and Chairman of the Board of Directors, holds a majority interest in SIGI and is the chairman and chief executive officer and a director of SIGI. John M. Perisich, our Senior Vice President and General Counsel, is secretary of SIGI.

Property, Plant and Equipment

We own and maintain both construction and transportation equipment. In 2012, 2011 and 2010, we spent approximately \$40.3 million, \$29.1 million and \$23.6 million, respectively, in cash for property and equipment. Additionally, we acquired property and equipment through the use of capital leases of approximately \$2.9 million in 2012, \$5.3 million in 2012 and none in 2010. We estimate that our capital equipment includes the following:

- Heavy construction and specialized equipment 1,286 units; and
- Transportation equipment 2,311 units.

We believe the ownership of equipment is preferable to leasing to ensure the equipment is available as needed. In addition, ownership has historically resulted in lower equipment costs. We attempt to obtain projects that will keep our equipment fully utilized in order to increase profit. All equipment is subject to scheduled maintenance to insure reliability. Maintenance facilities exist at most of our regional offices as well as on-site on major jobs to properly service and repair equipment. Major equipment not currently utilized is rented to third parties whenever possible to supplement equipment income.

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The following summarizes total property, plant and equipment, net of accumulated depreciation, as of December 31, 2012 and 2011:

	2012		2011	Useful Life
	(In Thousands)		(In Thousands)	
Land and buildings	\$ 24,358	\$	18,987	30 years
Leasehold improvements	17,530		5,597	Lease life
Office equipment	2,092		1,203	3 - 5 years
Construction equipment	197,200		158,978	3 - 7 years
Transportation equipment	48,649		28,475	3 - 18 years
	289,829		213,240	
Less: accumulated depreciation and amortization	(104,989)		(83,591)	
Net property, plant and equipment	\$ 184,840	\$	129,649	

ITEM 3. LEGAL PROCEEDINGS

Legal Proceedings

We are from time to time subject to claims and legal proceedings arising out of our business. Our management believes that we have meritorious defenses to the claims. Although we are unable to ascertain the ultimate outcome of such matters, after review and consultation with counsel and taking into consideration relevant insurance coverage and related deductibles, management believes that the outcome of these matters will not have a materially adverse effect on our financial condition or results of operations.

Government Regulations

Our operations are subject to compliance with regulatory requirements of federal, state, and municipal agencies and authorities, including regulations concerning labor relations, affirmative action and the protection of the environment. While compliance with applicable regulatory requirements has not adversely affected operations in the past, there can be no assurance that these requirements will not change and that compliance with such requirements will not adversely affect operations.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

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PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Information

On July 31, 2008, our common stock began trading on the NASDAQ Global Market under the symbol PRIM. Previously, our common stock traded on the OTC Bulletin Board under the ticker symbol RPSD. Prior to their expiration on October 2, 2010, the Company had certain warrants and unit purchase options outstanding that were traded under the NASDAQ Global Market under the symbols PRIMW and PRIMU, respectively.

We had outstanding 51,403,686 shares of common stock and 302 stockholders of record as of December 31, 2012. These holders of record include depositories that hold shares of stock for brokerage firms, which in turn, hold shares of stock for numerous beneficial owners.

The following table shows the range of market prices of our common stock during 2012 and 2011.

	Market price per Share	
	High	Low
Year ended December 31, 2012		
First quarter	\$ 16.94	\$ 14.94
Second quarter	\$ 16.33	\$ 11.01
Third quarter	\$ 13.63	\$ 11.90
Fourth quarter	\$ 15.04	\$ 13.25
Year ended December 31, 2011		
First quarter	\$ 10.14	\$ 8.18
Second quarter	\$ 13.34	\$ 10.22
Third quarter	\$ 14.19	\$ 9.66
Fourth quarter	\$ 15.26	\$ 10.20

Dividends

The following table shows cash dividends to our common stockholders declared by the Company during the three years ended December 31, 2012:

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Declaration Date	Payable Date	Record Date	Type
March 4, 2010	April 15, 2010	March 31, 2010	\$ 0.025 per share
May 11, 2010	July 15, 2010	June 30, 2010	\$ 0.025 per share
August 6, 2010	October 15, 2010	September 30, 2010	\$ 0.025 per share
November 5, 2010	January 15, 2011	December 31, 2010	\$ 0.025 per share
March 3, 2011	April 15, 2011	March 31, 2011	\$ 0.025 per share
May 6, 2011	July 15, 2011	June 30, 2011	\$ 0.025 per share
August 4, 2011	October 14, 2011	September 30, 2011	\$ 0.03 per share
November 3, 2011	January 16, 2012	December 31, 2011	\$ 0.03 per share
February 24, 2012	April 16, 2011	March 30, 2012	\$ 0.03 per share
May 4, 2012	July 16, 2012	June 29, 2012	\$ 0.03 per share
August 3, 2012	October 15, 2012	October 1, 2012	\$ 0.03 per share
November 1, 2012	December 26, 2012	December 18, 2012	\$ 0.03 per share

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The payment of future dividends is contingent upon our revenues and earnings, capital requirements and general financial condition of the company, as well as contractual restrictions and other considerations deemed relevant by the Board of Directors.

Equity Compensation Plan Information

In March 2012, our employees purchased 111,790 shares of stock as part of a management incentive compensation program. As part of the quarterly compensation of the non-employee members of the Board of Directors, the Company issued 12,395 shares of common stock in February 2012 and 15,280 shares in July 2012. The issuance of the employee shares and the director shares were under the terms of the 2008 Primoris Long-Term Incentive Equity Plan (2008 Equity Plan).

The following table gives information about our common stock that may be issued upon the exercise of options, warrants and rights under all of our existing equity compensation plans as of December 31, 2012.

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	0	0	1,270,744
Equity compensation plans not approved by security holders	0	0	0
Total	0	0	1,270,744

These securities represent shares of common stock available for issuance under our 2008 Equity Plan. The 2008 Equity Plan is discussed in Note 2 to our consolidated financial statements for the year ended December 31, 2012 included in Part II, Item 8 *Financial Statements and Supplementary Data* .

Repurchases of Securities

In May 2012, the Company's Board of Directors authorized a share repurchase program under which the Company may, from time to time and depending on market conditions, share price and other factors, acquire shares of its common stock on the open market or in privately negotiated transactions up to an aggregate purchase price of \$20 million. During the period from May 2012 through June 2012, the Company purchased and cancelled 89,600 shares of stock for \$1.0 million at an average cost of \$11.17 per share. The share repurchase program expired on December 31, 2012.

Unregistered Sales of Securities during 2011 and 2012

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The Company issued 62,052 unregistered shares of our common stock as part of the consideration for the March 2012 acquisition of Sprint and 29,273 shares were issued in February 2013 as part of the consideration for the acquisition of Q3C.

We completed the November 2010 acquisition of Rockford for which a portion of the consideration consisted of 1,605,709 unregistered shares of common of the Company, including providing for contingent earnout consideration to the sellers if Rockford achieved certain financial performance targets. The consideration included the potential issuance of unregistered Company common stock. A total of 494,095 shares of unregistered common stock were issued to the sellers in the first quarter 2011 and 232,637 unregistered shares in April 2012, as a result of meeting the 2010 target and the 2011 target, respectively.

A total of 1,095,646 shares of the Company's common stock was issued to JCG's former members in the first quarter of 2011 as a result of JCG meeting a defined performance target for 2010. The number of shares was calculated in accordance with the purchase agreement.

All securities listed on the following table are issued shares of our common stock. Contingent consideration not yet issued is not included in the table. We relied on Section 4(2) of the Securities Act, as the basis for exemption from registration. For all issuances, we believe the shares were issued to accredited investors as defined in Rule 501 of the Securities Act. All issuances were as a result of privately negotiated transactions, and not pursuant to public solicitations.

Period	Number of Shares	Purchaser	Consideration
January 1, 2010 through December 2010	1,605,709 common shares	Stockholders of acquired companies	Part of consideration in sale of acquired company
March 1, 2011 through December 31, 2011	1,589,741 common shares	Stockholders of acquired companies	Achievement of financial targets as contingent consideration in sale of acquired companies
January 1, 2012 through December 31, 2012	232,637 common shares	Stockholders of acquired companies	Achievement of financial target as contingent consideration in sale of acquired company
January 1, 2012 through December 31, 2012	62,052 common shares	Stockholders of acquired companies	Part of consideration in sale of acquired company
January 1, 2013 through February 28, 2013	29,273 common shares	Employees and Stockholders of acquired companies	Part of consideration in sale of acquired company

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Performance Graph

The following Performance Graph and related information shall not be deemed to be filed with the Securities and Exchange Commission, nor shall such information be incorporated by reference into any future filing under the Securities Act of 1933 or Securities Exchange Act of 1934, each as amended, except to the extent that we specifically incorporate it by reference into such filing.

The following graph compares the cumulative total return to holders of the Company's common stock during the period from August 6, 2008, the first day of trading in the Company's common stock, and in each quarter up to December 31, 2012. The return is compared to the cumulative total return during the same period achieved on the Standard & Poor's 500 Stock Index (the "S&P 500") and a peer group index selected by our management that includes five public companies within our industry (the "Peer Group"). The Peer Group is composed of MasTec, Inc., Matrix Service Company, Quanta Services, Inc., Sterling Construction Company, Inc. and Willbros Group, Inc. The companies in the Peer Group were selected because they comprise a broad group of publicly held corporations, each of which has some operations similar to ours. When taken as a whole, management believes the Peer Group more closely resembles our total business than any individual company in the group.

The returns are calculated assuming that an investment with a value of \$100 was made in the Company's common stock and in each stock as of August 6, 2008, the first day of trading after the July 31, 2008 merger. All dividends were reinvested in additional shares of common stock, although the comparable companies did not pay dividends during the periods shown. The Peer Group investment is calculated based on a weighted average of the five company share prices. The graph lines merely connect the measuring dates and do not reflect fluctuations between those dates. The stock performance shown on the graph is not intended to be indicative of future stock performance.

COMPARISON OF AUGUST 6, 2008 THROUGH DECEMBER 31, 2012

CUMULATIVE TOTAL RETURN

Among Primoris Services Corporation ("PRIM"), the S&P 500 and the Peer Group

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The following selected financial data should be read in conjunction with Item 7, *Management's Discussion and Analysis of Financial Condition and Results of Operations* and our audited financial statements and the accompanying notes included elsewhere in this Annual Report on Form 10-K.

	Year Ended December 31,				
	2012	2011	2010	2009	2008
	(In thousands except per share data)				
Statement of Operations Data:					
Revenues	\$ 1,541,734	\$ 1,460,150	\$ 941,765	\$ 467,010	\$ 597,822
Cost of revenues	1,349,024	1,274,947	818,976	391,435	527,380
Gross profit	192,710	185,203	122,789	75,575	70,442
Selling, general and administrative expense	96,424	86,204	64,985	34,781	30,544
Merger related stock expense				390	4,050
Operating income	96,286	98,999	57,804	40,404	35,848
Other income (expense)	(4,182)	(2,266)	(2,129)	7,707	6,380
Income from continuing operations, before income taxes	92,104	96,733	55,675	48,111	42,228
Income tax provision	(33,837)	(38,174)	(22,059)	(18,350)	(4,926)
Income from continuing operations	\$ 58,267	\$ 58,559	\$ 33,616	\$ 29,761	\$ 37,302
Loss from discontinued operations, net of tax (1)				(3,849)	(869)
Net income	\$ 58,267	\$ 58,559	\$ 33,616	\$ 25,912	\$ 36,433
Less net income attributable to noncontrolling interests	(1,511)				
Net income attributable to Primoris	\$ 56,756	\$ 58,559	\$ 33,616	\$ 25,912	\$ 36,433
Dividends per common share	\$ 0.12	\$ 0.11	\$ 0.10	\$ 0.10	\$ 0.05
Earnings (loss) per share:					
Basic:					
Income from continuing operations	\$ 1.12	\$ 1.15	\$ 0.79	\$ 0.93	\$ 1.42
Income (loss) from discontinued operations (1)	\$	\$	\$	\$ (0.12)	\$ (0.03)
Net income	\$ 1.12	\$ 1.15	\$ 0.79	\$ 0.81	\$ 1.39
Net income attributable to noncontrolling interests	\$ (0.02)	\$	\$	\$	\$
Net income attributable to Primoris	\$ 1.10	\$ 1.15	\$ 0.79	\$ 0.81	\$ 1.39
Diluted:					
Income from continuing operations	\$ 1.12	\$ 1.14	\$ 0.72	\$ 0.86	\$ 1.32
Income (loss) from discontinued operations (1)	\$	\$	\$	\$ (0.11)	\$ (0.03)
Net income	\$ 1.12	\$ 1.14	\$ 0.72	\$ 0.75	\$ 1.29
Net income attributable to noncontrolling interests	\$ (0.02)	\$	\$	\$	\$
Net income attributable to Primoris	\$ 1.10	\$ 1.14	\$ 0.72	\$ 0.75	\$ 1.29

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Weighted average common shares outstanding:

Basic	51,391	50,707	42,694	31,937	26,258
Diluted	51,406	51,153	46,878	34,418	28,156

Pro Forma Data - 2008

(unaudited) (2)

Income from continuing operations, before income taxes, as reported				\$	42,228
Pro forma provision for income taxes					(16,797)
Pro forma income from continuing operations				\$	25,431
Pro forma income (loss) from discontinued operations (1)					(592)
Pro forma net income				\$	24,839

Pro Forma Earnings (loss) per share

(unaudited):

Basic:					
Income from continuing operations				\$	0.97
Income (loss) from discontinued operations (1)				\$	(0.02)
Net income				\$	0.95

Diluted:					
Income from continuing operations				\$	0.90
Income (loss) from discontinued operations (1)				\$	(0.02)
Net income				\$	0.88

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	As of December 31,				
	2012	2011	2010	2009	2008
Balance Sheet Data:					
Cash and cash equivalents	\$ 157,551	\$ 120,306	\$ 115,437	\$ 90,004	\$ 72,848
Short term investments	\$ 3,441	\$ 23,000	\$ 26,000	\$ 30,058	\$ 15,036
Accounts receivable, net	\$ 268,095	\$ 187,378	\$ 208,145	\$ 108,492	\$ 90,622
Total assets	\$ 931,207	\$ 728,413	\$ 704,216	\$ 476,027	\$ 252,212
Total current liabilities	\$ 420,669	\$ 345,019	\$ 381,587	\$ 242,192	\$ 168,392
Long-term debt/capital leases, net of current portion	\$ 132,198	\$ 67,233	\$ 73,160	\$ 77,955	\$ 26,965
Stockholders' equity	\$ 332,638	\$ 274,932	\$ 208,231	\$ 143,959	\$ 55,430

(1) During December 2009, a plan was put in place to sell the stock ownership of the Company in Ecuador and to discontinue all operations in Ecuador. The results of operations and cash flows for these operations are reflected as discontinued operations for all periods presented.

(2) Prior to the merger with Rhapsody in July 2008, Former Primoris was taxed as an S-Corporation for purposes of federal and state income taxes. As a result of the merger, the S-Corporation status terminated and the combined entity has been taxed as a C-Corporation under federal and state tax laws. The pro forma data reflects the impact of combined federal and state income taxes as if both Former Primoris and we had been taxed as a C-Corporation during those periods using an effective tax rate of 39.8%.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*You should read the following discussion of our financial condition and results of operations in conjunction with the financial statements and the notes to those statements included as item 8 in this Annual Report on Form 10-K. This discussion may contain forward-looking statements based upon current expectations that involve risks and uncertainties. See *Forward Looking Statements* at the beginning of this Annual Report on Form 10-K. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of many factors, including certain risks inherent with our business as discussed in *Item 1A Risk Factors*.*

The following discussion starts with an overview of our business and our financial results followed by a discussion of material trends and uncertainties. Next we provide an overview of our revenues and costs followed by a summary of our critical accounting policies and estimates. Finally we provide an analysis of the results of our operations, financial condition, liquidity and capital resources.

Business Overview

Primoris is a holding company of various subsidiaries, which form one of the largest publicly traded specialty contractors and infrastructure companies in the United States. Serving diverse end-markets, Primoris provides a wide range of construction, fabrication, maintenance, replacement, water and wastewater, and engineering services to major public utilities, petrochemical companies, energy companies, municipalities, state departments of transportation and other customers. With our acquisitions of JCG in 2009, Rockford in 2010 and four

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additional acquisitions in 2012, Primoris has more than tripled its size in revenues since 2009. The Company's national footprint now extends nearly nationwide and in to Canada.

We install, replace, repair and rehabilitate natural gas, refined product, water and wastewater pipeline systems, large diameter gas and liquid pipeline facilities, heavy civil projects, earthwork and site development and also construct mechanical facilities and other structures, including power plants, petrochemical facilities, refineries and parking structures. In addition, we provide maintenance services, including inspection, overhaul and emergency repair services, to cogeneration plants, refineries and similar mechanical facilities. Through our subsidiary OnQuest, Inc., we provide engineering and design services for fired heaters and furnaces primarily used in refinery applications. Through our subsidiary Cardinal Contractors, Inc., we construct water and wastewater facilities in Florida and Texas.

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Our service capabilities and geographic footprint have expanded through the following acquisitions.

First, on December 18, 2009, we acquired James Construction Group, LLC, a privately-held Florida limited liability company (JCG). JCG is one of the largest general contractors based in the Gulf Coast states and is engaged in highway, industrial and environmental construction, primarily in Louisiana, Texas and Florida. JCG is the successor company to T. L. James and Company, Inc., a Louisiana company that has been in business for over 80 years. Headquartered in Baton Rouge, Louisiana, JCG serves government and private clients in a broad geographical region that includes the entire Gulf Coast region of the United States.

Second, on November 8, 2010, the Company entered into an agreement (the Rockford Agreement) to acquire privately-held Rockford Corporation (Rockford). Upon completion of the transaction on November 12, 2010, Rockford became a wholly owned subsidiary. Based in Hillsboro (Portland), Oregon, Rockford specializes in construction of large diameter natural gas and liquid pipeline projects and related facilities.

And third, during 2012, we made four acquisitions:

1. On March 12, 2012, we purchased certain assets of Sprint Pipeline Services, L.P. (Sprint), headquartered in Pearland (outside Houston), Texas. Sprint provides a comprehensive range of pipeline construction, maintenance, upgrade, fabrication and specialty services primarily in the southeastern United States.

2. On May 30, 2012, we purchased certain assets of Silva Contracting Company, Inc., Tarmac Materials, LLC and C3 Interest, LLC (collectively, Silva). Based outside of Houston, Texas, Silva provides transportation infrastructure maintenance, asphalt paving, and material sales in the Gulf Coast region of the United States. Following this acquisition, Silva was merged with the operations of JCG.

3. On September 28, 2012, we purchased certain assets of The Saxon Group, Inc. (Saxon). Based in Suwannee, Georgia, outside Atlanta, Saxon is a full service industrial construction enterprise with special expertise in the industrial gas processing and power plant sectors.

4. On November 17, 2012, we purchased all of the issued and outstanding shares of stock of Q3C Contracting, Inc., a privately-held Minnesota corporation (Q3C). The sellers elected to treat the acquisition as an asset purchase under Section 338(h)(10) of the Internal Revenue Code. Based in Little Canada, Minnesota, north of St. Paul, Minnesota, Q3C specializes in small diameter pipeline and gas distribution construction, restoration and other services, primarily in the upper Midwest region of the United States.

The Company segregates the business into three operating segments: the East Construction Services segment, the West Construction Services segment and the Engineering segment.

Range of Services East and West Construction Services

Both the East Construction Services and the West Construction Services segments specialize in a range of services that include designing, building/installing, replacing, repairing/rehabilitating and providing management services for construction related projects. Our services include:

- Providing installation of underground pipeline, cable and conduits for entities in the petroleum, petrochemical and water industries;
- Providing installation and maintenance of industrial facilities for entities in the petroleum, petrochemical and water industries;
- Providing installation of complex commercial and industrial cast-in-place structures; and
- Providing construction of highways and industrial and environmental construction.

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East Construction Services

The East Construction Services segment consists of business located primarily in the southeastern United States and along the Gulf Coast. The segment includes the JCG heavy civil, industrial and infrastructure and maintenance operations headquartered in Baton Rouge, Louisiana; water and wastewater construction operations of Cardinal Contractors, Inc. located in Sarasota, Florida; and the operations of Sprint, Silva and Saxon.

West Construction Services

The West Construction Services segment consists of businesses located primarily in the western United States. The segment includes the underground and industrial operations of ARB, Inc., headquartered in Lake Forest, California; the operations of Rockford, which while headquartered in Hillsboro, Oregon, performs its major capital underground work throughout the United States; the operations of ARB Structures, Inc., Alaska Continental Pipeline, Inc., All Day Electric Company, Inc. (100% owned in 2011 and 50% in prior years), Stellaris, LLC, Primoris Renewables, Inc. and Juniper Rock, Inc. The segment also includes the operations of the Blythe Power Constructors joint venture and Q3 Contracting, Inc.

Engineering

The Engineering segment includes the results of Onquest, Inc. and Born Heaters Canada, ULC. The Engineering group specializes in designing, supplying, and installing high-performance furnaces, heaters, burner management systems, and related combustion and process technologies for clients in the oil refining, petrochemical, and power generation industries. It furnishes turnkey project management with technical expertise and the ability to deliver custom engineering solutions worldwide.

Material trends and uncertainties

We generate our revenue from both large and small construction and engineering projects. The award of these contracts is dependent on a number of factors, many of which are not within our control. Business in the construction industry is cyclical. We depend in part on spending by companies in the energy and oil and gas industries, the gas utility industry, as well as municipal water and wastewater customers. Over the past several years, each segment has benefited from demand for more efficient and more environmentally friendly energy and power facilities, local highway and bridge needs and from the strength of the oil and gas industry; however, each of these industries and the government agencies periodically are adversely affected by macroeconomic conditions. Economic factors outside of our control may affect the amount and size of contracts we are awarded in any particular period.

We and our customers are operating in a challenging business environment in light of the economic downturn and uncertain capital markets. We are closely monitoring our customers and the effect that changes in economic, market and regulatory conditions may have on them. We have experienced reduced spending by some of our customers over the last several years, which we attribute to negative economic and market conditions, and we anticipate that these negative conditions may continue to affect demand for our services in the near-term. Fluctuations in market prices, both oil, gas and other fuel sources can affect demand for our services. However, we believe that most of our customers, some of

whom are regulated utilities, remain financially stable in general and will be able to continue with their business plans over the long-term period.

Seasonality and cyclical

Primoris' results of operations are subject to quarterly variations. Some of the variation is the result of weather, particularly rain and snow, which can impact Primoris' ability to perform construction services. While the majority of the Company's work is in the southern half of the United States, these seasonal impacts affect revenues and profitability since gas and other utilities defer routine replacement and repair during their period of peak demand. In addition, demand for new projects tends to be lower during the early part of the year due to clients' internal budget cycles. As a result, the Company usually experiences higher revenues and earnings in the third and fourth quarters of the year as compared to the first two quarters.

The Company is also dependent on large construction projects which tend not to be seasonal, but can fluctuate from year to year based on general economic conditions. Because of the cyclical nature of its business, the financial results for any period may fluctuate from prior periods, and the Company's financial condition and operating results may vary from quarter-to-quarter. Results from one quarter may not be indicative of its financial condition or operating results for any other quarter or for an entire year.

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2013 Outlook

We believe that we have market opportunities in 2013 in the following areas:

- Construction of petroleum and natural gas and natural gas liquid pipelines We expect that production from the shale formations will continue to increase and that the current disconnect between production and processing locations provides opportunities for our underground construction operations, primarily Rockford and Sprint.
- Inspection and replacement of utility infrastructure We expect that continuing safety enhancements to the gas utility infrastructure will provide opportunities for our ARB Underground operations. We also expect that ongoing gas utility repair and maintenance opportunities will benefit Q3C and Sprint.
- Construction of natural gas-fired power plants and heavy industrial plants We expect continued construction opportunities for both base-load and peaker power plants. In addition, the current low price of natural gas could result in the conversion of coal-fired power plants and conversion and expansion at chemical plants and industrial facilities. These opportunities would benefit our ARB industrial group, JCG industrial group and Saxon.
- Construction of alternative energy facilities We anticipate continued construction opportunities as state governments remain committed to renewable power standards, primarily benefitting ARB industrial.
- Transportation infrastructure construction opportunities We believe that this market has seen a decrease in new contract opportunities in most of the United States, including in the Louisiana market. However, we expect a potential increase in Texas, as the 2013 budget for highway construction, reconstruction and system maintenance is expected to increase by 20% over the 2012 budget. The transportation market would primarily impact the operations of JCG.

Please note that our 2013 outlook and 2013 financial results could be adversely impacted by the factors discussed in Item 1A Risk Factors in this annual report on Form 10-K. This 2013 outlook consists of forward-looking statements.

Critical Accounting Policies and Estimates

General The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities as of the date of the financial statements and also affect the amounts of revenues and expenses reported for each period. These estimates and

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assumptions must be made because certain information that is used in the preparation of our financial statements cannot be calculated with a high degree of precision from data available, is dependent on future events, or is not capable of being readily calculated based on generally accepted methodologies. Often, these estimates are particularly difficult to determine and we must exercise significant judgment. Estimates may be used in our assessments of revenue recognition under percentage-of-completion accounting, the allowance for doubtful accounts, useful lives of property and equipment, fair value assumptions in analyzing goodwill and long-lived asset impairments, self-insured claims liabilities and deferred income taxes. Actual results could differ from those that result from using the estimates under different assumptions or conditions.

An accounting policy is deemed to be critical if it requires an accounting estimate to be based on assumptions about matters that are highly uncertain at the time the estimate is made, and different estimates that reasonably could have been used, or changes in the accounting estimates that are reasonably likely to occur periodically, could materially impact our consolidated financial statements.

The following accounting policies are based on, among other things, judgments and assumptions made by management that include inherent risks and uncertainties. Management's estimates are based on the relevant information available at the end of each period.

We periodically review these accounting policies with the Audit Committee of the Board of Directors.

Revenue recognition Historically, substantial portions of the Company's revenues have been generated under fixed-price contracts. Fixed-price contracts carry certain inherent risks, including underestimation of costs, problems with new technologies and economic and other changes that may occur over the contract period. The Company recognizes revenues using the percentage-of-completion method for fixed-price contracts, which may result in uneven and irregular results. Unforeseen events and circumstances can alter the estimate of the costs and potential profit associated with a particular contract. To the extent that original cost estimates are modified, estimated costs to complete increase, delivery schedules are delayed, or progress under a contract is otherwise impeded, cash flow, revenue recognition and profitability from a particular contract may be adversely affected.

Revenue is recognized on the cost-to-total-cost percentage-of-completion method for fixed price contracts. In the percentage-of-completion method, estimated revenues and resulting contract income is calculated based on the total costs incurred to date as a percentage of total estimated costs. Total estimated costs, and thus contract revenues and income, can be impacted by changes in any of the following: productivity, scheduling, the unit cost of labor, subcontracts, materials and equipment. Additionally, external factors such as weather, client needs, client delays in providing permits and approvals, labor availability, governmental regulation and politics may affect the progress of a project's completion and thus the timing of revenue recognition. If an estimate of total contract cost indicates a loss on a contract, the projected loss is recognized in full at the time of the estimate.

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Other contract forms In addition, the Company also uses unit-price, time and material, and cost reimbursable plus fee contracts. For these jobs, revenue is recognized based on contractual terms. For example, time and material contract revenues are recognized based on purchasing and employee time records. Similarly, unit price contracts recognize revenue based on accomplishment of specific units at a specified unit price.

For all of its contracts, the Company includes the provision for estimated losses on uncompleted contracts in accrued expenses. The provision for estimated losses on uncompleted contracts was \$764 and \$917 for the years ended December 31, 2012 and 2011, respectively. Changes in job performance, job conditions and estimated profitability, including those arising from final contract settlements, may result in revisions to costs and income. These revisions are recognized in the period in which the revisions are determined. Claims are included in revenues when realization is probable and amounts can be reliably determined. Revenues in excess of contract costs incurred on claims are recognized only when the amounts have been paid.

The caption *Costs and estimated earnings in excess of billings* represents unbilled receivables which arise when revenues have been recorded but the amount cannot be billed under the terms of the contract until a later date. Balances may represent: (a) unbilled amounts arising from the use of the percentage-of-completion method of accounting, (b) incurred costs to be billed under cost reimbursement type contracts, or (c) amounts arising from routine lags in billing. For those contracts in which billings exceed contract revenues recognized to date, excesses are included in the caption *Billings in excess of costs and estimated earnings*.

The Company considers unapproved change orders to be contract variations for which Primoris has customer approval for a scope change but a price change associated with the scope change has not yet been agreed upon. Costs associated with unapproved change orders are included in the estimated cost to complete the contracts and are treated as project costs as incurred. The Company recognizes revenue equal to costs incurred on unapproved change orders when realization of price approval is probable and the estimated revenue amount is equal to or greater than the costs related to the unapproved change order. Unapproved change orders involve the use of estimates, and it is reasonably possible that revisions to the estimated costs and recoverable amounts may be required in future reporting periods to reflect changes in estimates or final agreements with customers.

The Company considers claims to be amounts Primoris seeks, or will seek, to collect from customers or others for customer-caused changes in contract specifications or design, or other customer-related causes of unanticipated additional contract costs on which there is no agreement with customers on both scope and price changes. Revenue from claims is recognized when agreement is reached with customers as to the value of the claims, which in some instances may not occur until after completion of work under the contract. Costs associated with claims are included in the estimated costs to complete the contracts and are treated as project costs when incurred.

In accordance with applicable terms of construction contracts, certain retainage amounts may be withheld by customers until completion and acceptance of the project. Final payments of the majority of retainage may not be made until the following operating cycle.

Income taxes We account for income taxes under the asset and liability method as set forth in ASC Topic 740 *Income Taxes*, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements. Under this method, deferred tax assets and liabilities are determined based on the temporary differences between the financial statements and tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income in the period that includes the enactment date.

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Deferred income tax assets may be reduced by a valuation allowance if, in the judgment of our management, it is more likely than not that all or a portion of a deferred tax asset will not be realized. In making such determination, we consider all available evidence, including recent financial operations, projected future taxable income, scheduled reversals of deferred tax liabilities, tax planning strategies, and the length of tax asset carryforward periods. The realization of deferred tax assets is primarily dependent upon our ability to generate sufficient future taxable earnings in certain jurisdictions. If we subsequently determine that the carrying value of these assets, which had been written down, would be realized in the future, the value of the deferred tax assets would be increased, thereby increasing net income in the period when that determination was made.

A tax position is recognized as a benefit only if it is more likely than not that the tax position would be sustained based on its technical merits in a tax examination, using the presumption the tax authority has fully knowledge of all relevant facts regarding the position. The amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized on ultimate settlement with the tax authority. For tax position not meeting the more likely than not test, no tax benefit is recorded.

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Valuation of acquired businesses We use the fair value of the consideration paid and the fair value of the assets acquired and liabilities assumed to account for the purchase price of businesses. The determination of fair value requires estimates and judgments of future cash flow expectations for the assignment of the fair values to the identifiable tangible and intangible assets.

Identifiable Tangible Assets. Significant identifiable tangible assets acquired would include accounts receivable, costs and earnings in excess of billings for projects, inventory and fixed assets, generally consisting of construction equipment, for each acquisition. We determine the fair value of these assets on the acquisition date. For current assets and current liabilities of an acquisition, the Company will evaluate whether the book value is equivalent to fair value due to their short term nature. We estimate the fair value of fixed assets using a market approach, based on comparable market values for similar equipment of similar condition and age.

Identifiable Intangible Assets. When necessary, we use the assistance of an independent third party valuation specialist to determine the fair value of the intangible assets acquired for the acquisitions.

A liability for contingent consideration based on future earnings is estimated at its fair value at the date of acquisition, with subsequent changes in fair value recorded in earnings as a gain or loss. Fair value is estimated as of the acquisition date using estimated earnout payments based on management's best estimate.

Accounting principles generally accepted in the United States (GAAP) provides a measurement period of up to one year in which to finalize all fair value estimates associated with the acquisition of a business. Most estimates are preliminary until the end of the measurement period. During the measurement period, adjustments to initial valuations and estimates that reflect newly discovered information that existed at the acquisition date are recorded. After the measurement date, any adjustments would be recorded as a current period gain or loss.

Goodwill Goodwill is assessed for impairment annually and more frequently if triggering events occur. In performing these assessments, management relies on various factors, including operating results, business plans, economic projections, anticipated future cash flows, comparable transactions and other market data. There are inherent uncertainties related to these factors and judgment in applying them to the analysis of goodwill for impairment. Since judgment is involved in performing fair value measurements used in goodwill impairment analyses, there is risk that the carrying values of our goodwill may not be properly stated.

We account for goodwill, including evaluation of any goodwill impairment under ASC Topic 350 Intangibles Goodwill and Other , performed at the reporting unit level for those units with recorded goodwill on October 1 of each year, unless there are indications requiring a more frequent impairment test.

To date, goodwill has arisen from acquisitions and is recorded at our reporting units as follows:

- James Construction Group, East Construction Services segment, \$59,259;

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- Rockford, West Construction Services segment, \$32,079;
- Q3C Contracting, Inc., West Construction Services segment, \$12,536;
- Sprint (a subsidiary of Primoris Energy Services Corporation (PES)), East Construction Services segment, \$9,389;
- Born Canada, Engineering segment, \$2,441;
- The Saxon Group (a subsidiary of PES), East Construction Services segment, \$810; and
- Cardinal Contractors, East Construction Services segment, \$401.

Using the two-step impairment test, the company tests for goodwill impairment on October 1 each year. First, we compare the fair value of a reporting unit with its carrying amount. Fair value for the goodwill impairment test is determined utilizing a discounted cash flow analysis based on our budgets discounted using our weighted average cost of capital and market indicators of terminal year cash flows. Other valuation methods may be used to corroborate the discounted cash flow method. If the carrying amount of a reporting unit is in excess of its fair value, goodwill is considered potentially impaired and further tests are performed to measure the amount of impairment loss. In the second step of the goodwill impairment test, we compare the implied fair value of reporting unit goodwill with the carrying amount of the reporting unit's goodwill. If the carrying amount of the reporting unit's goodwill exceeds the implied fair value of that goodwill, an impairment loss is recognized in an amount equal to the carrying amount of goodwill over its implied fair value. The implied fair value of goodwill is determined in the same manner that the amount of goodwill recognized in a business combination is determined. We allocate the fair value of a reporting unit to all of the assets and liabilities of that unit, including intangible assets, as if the reporting unit had been acquired in a business combination. Any excess of the fair value of a reporting unit over the amounts assigned to its assets and liabilities represents the implied fair value of goodwill.

Disruptions to our business, such as end market conditions, protracted economic weakness, unexpected significant declines in operating results of reporting units and the divestiture of a significant component of a reporting unit may result in our having to perform a goodwill impairment first step valuation analysis for some or all of our reporting units prior to the required annual assessment. These types of events and the resulting analysis could result in goodwill impairment charges in any periods in the future.

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In September 2011, the FASB issued ASU 2011-08 *Intangibles - Goodwill and Other (Topic 350): Testing Goodwill or Impairment* (ASU 2011-08). ASU 2011-08 provides an option to assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If an entity determines that the fair value is not less than its carrying amount, then it is not necessary to perform the two-step impairment test. An entity can choose to perform the qualitative assessment on non, some or all of its reporting units. An entity 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. ASU 2011-08 also includes new qualitative indicators that replace those currently used to determine whether an interim goodwill impairment test is required to be performed. The Company adopted this standard on January 1, 2012, which did not have a material impact on the Company's consolidated financial position, results of operations or cash flows.

In July 2012, the FASB issued ASU 2012-02, *Intangibles - Goodwill and Other (Topic 350): Testing Indefinite-Lived Intangible Assets for Impairment* (ASU 2012-02). ASU 2012-02 allows an organization the option of first assessing qualitative factors to determine if a quantitative impairment test of the indefinite-lived intangible asset is necessary. If the qualitative assessment reveals that it is more likely than not that the asset is impaired, a calculation of the asset's fair value is required. Otherwise, no quantitative calculation, as outlined in Subtopic 350-30 is necessary. The Company adopted this standard on October 1, 2012, the date of the Company's impairment review. The adoption of ASU 2012-02 did not have a material impact on the Company's financial position, results of operations or cash flows.

Long-Lived Assets Assets held and used by the Company, primarily property, plant and equipment, are reviewed for impairment whenever events or changes in business circumstances indicate that the carrying amount of the asset may not be fully recoverable. We perform an undiscounted operation cash flow analysis to determine if impairment exists. For purposes of recognition and measurement of an impairment for assets held for use, we group assets and liabilities at the lowest level for which cash flows are separately identified. If an impairment is determined to exist, any related impairment loss is calculated based on fair value. The calculation of the fair value of long-lived assets is based on assumptions concerning the amount and timing of estimated future cash flows and assumed discount rates, reflecting varying degrees of perceived risk. Since judgment is involved in determining the fair value and useful lives of long-lived assets, there is a risk that the carrying value of our long-lived assets may be overstated or understated.

Reserve for uninsured risks Estimates are inherent in the assessment of our exposure to uninsured risks. Significant judgments by us and where possible, third-party experts are needed in determining probable and/or reasonably estimable amounts that should be recorded or disclosed in the financial statements. The results of any changes in accounting estimates are reflected in the financial statements of the period in which we determine we need to record a change.

We self-insure worker's compensation claims up to \$250,000 per claim. We maintained a self-insurance reserve totaling approximately \$16.5 million at December 31, 2012 and approximately \$13.8 million at December 31, 2011. Claims administration expenses were charged to current operations as incurred. Our accruals are based on judgment, the probability of losses, and where applicable, the consideration of opinions of internal and/or external legal counsel. The amount is included in *accrued expenses and other current liabilities* on our balance sheets. Actual payments that may be made in the future could materially differ from such reserves.

Litigation and contingencies Litigation and contingencies are included in our consolidated financial statements based on our assessment of the expected outcome of litigation proceedings or the expected resolution of the contingency. We may not be able to ascertain the ultimate outcome of the litigation or contingencies, but after a review and consultation with counsel and taking into consideration relevant insurance coverage and related deductibles, we accrue a liability for an estimated loss if the potential loss is considered probable and the amount can be reasonably estimated. Significant judgment is required to make these estimates and due to uncertainties related to these matters, accruals are based on the information available at that time. As additional information becomes available, we may revise our estimates. These revisions could have a material impact on our results of operations and financial condition.

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Results of Operations

Revenue, gross profit, operating income and net income for the years ended December 31, 2012, 2011 and 2010 were as follows:

Revenues	\$ 1,541,734	100.0%	\$ 1,460,150	100.0%	\$ 941,765	100.0%
Selling, general and administrative expense	96,424	6.3%	86,204	5.9%	64,985	6.9%
Other income (expense)	(4,182)	(0.3)%	(2,266)	(0.2)%	(2,129)	(0.2)%
Provision for income taxes	(33,837)	(2.2)%	(38,174)	(2.6)%	(22,059)	(2.3)%
Net income attributable to noncontrolling interests	(1,511)	(0.1)				

2012 and 2011

Revenue in 2012 grew to \$1.5 billion, an increase of \$81 million, or 5.6% from the prior year. The 2012 acquisitions contributed \$113 million, or 7.3% of the total 2012 revenues. The decline in organic revenues of \$32 million reflects the impact of the El Paso Ruby contract on 2011 revenues. With the substantial completion of that pipeline in 2011, revenues associated with the project decreased \$262 million from 2011 to 2012. Excluding the impact of Ruby, organic revenues grew by \$230 million reflecting growth at ARB, JCG and Rockford's non-Ruby business.

Gross profit for 2012 increased by \$7.5 million, or 4.1%, from 2011. The 2012 acquisitions contributed gross profit of \$17 million. Excluding the impact of the Ruby project, gross profit from organic operations, increased by \$28 million compared to the previous year. As a percentage of revenue, gross profit decreased to 12.5% from 12.7%, reflecting the impact of the end of the Ruby project.

An overall increase in selling, general and administrative expenses (SG&A) of \$10 million, was due primarily to additional expenses at the acquired companies. Operating income decreased by \$2.7 million from 2011 primarily as a result of the decrease in the gross profit percentage. Income from non-consolidated entities decreased by \$4 million primarily due to the completion of the St.-Bernard Levee joint venture project.

2011 and 2010

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Revenue increased by \$518.4 million, or 55.0%, in 2011 compared to 2010 with acquisitive and organic growth. Revenues at Rockford, acquired in November 2010, increased by \$267.8 million, or 314%, from 2010, mainly from the Ruby project for the construction of a natural gas pipeline from Wyoming to Oregon. The project was substantially completed at the end of September 2011. Organically, revenues at the West Construction segment increased by \$211.7 million, or 66.8%, revenues at the East Construction segment increased by \$48.2 million, or 10%, and revenues decreased at the Engineering segment by \$9.3 million, or 15.8%, all compared to 2010. In 2011, the East Construction services segment represented 36.2% of total revenues, the West Construction segment represented 60.4% of total revenues and the Engineering segment represented 3.4% of total revenues. In 2010, the East Construction services segment represented 51.0% of total revenues, the West Construction segment represented 42.7% of total revenues and the Engineering segment represented 6.3% of total revenues.

Gross profit increased by \$62.4 million, or 50.8%, in 2011 compared with 2010. Rockford gross profit increased by \$37.0 million, or 378%, gross profit at the West Construction services segment, excluding Rockford, increased by \$19.5 million, or 37.4%, gross profit at the East Construction services increased by \$8.3 million, or 17.0%, and gross profit at the engineering segment decreased by \$2.4 million, or 20.0%, all compared to 2010. In 2011, the East Construction services gross profit represented 30.8% of total gross profit, the West Construction services gross profit represented 64.0% of the gross profit, and the Engineering segment represented 5.2% of gross profit. In 2010, the East Construction services gross profit represented 39.7% of total gross profit, the West Construction services gross profit represented 50.4% of the gross profit, and the Engineering segment represented 9.9% of gross profit.

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Gross profit as a percentage of revenues declined from 13.0% to 12.7% comparing 2011 to 2010. The gross profit margin percentage for the East Construction services segment increased to 10.8% from 10.1% in 2010, the gross profit margin percentage for the West Construction services segment declined from 15.4% in 2010 to 13.4 %, and the gross profit margin percentage for the engineering segment declined from 20.6% in 2010 to 19.5%.

Geographic areas financial information

Revenue by geographic area for the years ended December 31, 2012, 2011 and 2010 was as follows:

Country:							
United States	\$	1,530,819	99.3%	\$	1,447,653	99.2%	\$ 920,051 97.7%
Non-United States		10,915	0.7%		12,287	0.8%	21,714 2.3%
Total revenue	\$	1,541,734	100.0%	\$	1,460,150	100.0%	\$ 941,765 100.0%

All non-United States revenue has been generated in the Engineering Segment. For the table above, we use revenues generated by OnQuest's Canadian subsidiary, Born Heaters Canada, ULC, to estimate non-United States revenues. Much of that work was done in the Far East and Australia.

Segment Results

The following discussion describes the significant factors contributing to the results of our three operating segments.

East Construction Services Segment

Revenue and gross profit for the East Construction Services segment for the years ending December 31, 2012, 2011 and 2010 were as follows:

East Construction Services							
Revenue	\$	662,248		\$	528,745		\$ 480,533
Gross profit	\$	63,811	9.6%	\$	57,118	10.8%	\$ 48,770 10.1%

2012 and 2011

East Construction services segment revenue in 2012 increased by \$133.5 million, or 25.2%, from 2011. Of the revenue increase, \$100.7 million was due to the contribution of the three acquired companies, Sprint, Silva and Saxon. JCG revenues increased by \$29.0 million compared to 2011, as revenue increased at our industrial, infrastructure and maintenance and deep tunneling divisions. Revenues at the heavy civil division were impacted by a decrease of \$62.3 million in work for LADOT and was offset by increases in work for TXDOT.

Gross profit increased by \$6.7 million, or 11.7%, compared to 2011. Gross profit contribution from the 2012 acquisitions was \$15.7 million. JCG gross profit decreased by \$6.7 million with increases at the industrial, infrastructure and maintenance and deep tunneling divisions partially offsetting a \$6.6 million decrease at the heavy civil division. The heavy civil division decrease was primarily attributable to the reduction in LADOT revenues and the lower profit margins associated with the startup projects in Belton, Texas area. Over time, we expect the Texas gross profit to increase to historical heavy civil levels.

The reduction of gross profit percentage from 10.8% of revenues to 9.6% of revenues was primarily as a result of the reduced revenues and gross profit for the JCG heavy civil division.

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2011 and 2010

East Construction Services segment revenue in 2011 increased by \$48.2 million, or 10.0%, from 2010. The revenue increases occurred primarily in the JCG heavy civil group where revenue increased by \$75.5 million from continued work on large highway construction projects for state agencies in Louisiana and Texas compared to 2010. This increase was offset by a reduction of \$18.6 million in the JCG Industrial group attributable to temporary slowdowns in construction activity within the petrochemical sector along the Gulf Coast.

Gross profit increased by \$8.3 million, or 17.0%, in 2011 compared to 2010. The increase resulted from increased gross profit contributed by the JCG heavy civil group of \$9.7 million primarily resulting from improved efficiency on a large causeway project in South Louisiana.

West Construction Services Segment

Revenue and gross profit for the West Construction Services segment for the years ending December 31, 2012, 2011 and 2010 were as follows:

West Construction Services						
Revenue	\$	832,860		\$	881,733	\$ 402,273
Gross profit	\$	119,328	14.3%	\$	118,385	13.4% \$ 61,897 15.4%

2012 and 2011

West Construction Services segment revenues decreased by \$48.9 million, or 5.5% for 2012 compared to 2011 primarily due to a decline in revenue at Rockford from the completion of the Ruby project in 2011. The decline in revenues was partially offset by revenue increases as follows: At ARB underground division of \$78.4 million, ARB industrial division of \$29.6 million and Rockford (excluding Ruby) of \$73.7 million. In addition, the Blythe Power Constructors joint ventures contributed revenues \$25.7 million and the acquisition of Q3C added \$12.8 million. Revenues for the West Construction Services segment's largest customer increased to \$224.8 million from \$165.4 million for the previous year.

Gross profit for the West Construction Services increased by \$0.9 million, or 0.8%, for 2012 compared to 2011. The small increase was primarily the result of a combination of a reduction due to the completion of the Ruby project and the Long Beach airport parking facility, totaling \$45.4 million, offset by increases in gross profit as follows: ARB's underground division of \$17.3 million, ARB's industrial division of \$7.7 million, Rockford excluding Ruby of \$18.0 million, Blythe Power Constructors of \$3.0 million and Q3C of \$1.4 million. The gross profit at ARB's industrial division primarily reflects final completion of two power projects, while the ARB underground division reflects primarily the increased gross profit from its largest customer.

Gross profit as a percent of revenues increased to 14.3% in 2012 compared to 13.4% in 2011 primarily as a result of increases in revenues and gross profit at the two ARB divisions in 2012, compared to 2011.

2011 and 2010

West Construction Services segment revenues increased by \$479.5 million, or 119.2%, for 2011 compared to 2010 primarily due to the \$267.8 million revenue increase contributed by the November 2010 Rockford acquisition. Additionally, revenues increased in 2011 by \$122.0 million from California pipeline projects, \$28.7 million from cable and conduit projects, and \$59.5 million from industrial power plant projects.

Gross profit for the West Construction Services increased by \$56.5 million, or 91.3%, for 2011 compared to 2010. Rockford contributed increased gross profit of \$37.0 million, pipeline projects increased by \$12.1 million, cable and conduit work increased by \$0.8 million and parking structures increased by \$4.4 million. These increases were partially offset by a decreasing profit in the California Industrial group of \$2.4 million. In the initial phases of major construction projects, gross margins tend to be lower since we recognize a contingency in each phase of the project. In the second quarter of 2011, we determined that because of delays associated with the engineering of a power plant construction project, we would increase contingency amounts, thereby reducing the margins and margin percentage for the project. The issues were not fully resolved at the end of 2011 and the margin for the segment and the gross profit percentage were adversely affected.

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Gross profit as a percent of revenues decreased to 13.4% in 2011 compared to 15.4% in 2010 primarily as a result of increased master service agreements (MSAs) and cost plus work, primarily remediation projects in California which reflect less risk, but with a lower profit contribution. Additionally, decreased margins in 2011 were impacted by the completion of higher margin projects during 2010.

Engineering Segment

Revenue and gross profit for the Engineering segment for the years ended December 31, 2012, 2011 and 2010 were as follows:

[REDACTED]							
Engineering Segment							
Revenue	\$	46,626		\$	49,672		\$ 58,959
Gross profit	\$	9,571	20.5%	\$	9,700	19.5%	\$ 12,122 20.6%

2012 and 2011

Engineering segment revenue in 2012 decreased by \$3.0, or 6.1%, compared to the previous year, due to a lower order activity across the operation.

Gross profit for the Engineering segment for 2012 decreased to \$9.6 million, or a decrease of 1.3%, from \$9.7 million for the same period in 2011, primarily due to the lower revenue volume.

2011 and 2010

Engineering segment revenue in 2011 decreased by \$9.3 million, or 15.8%, compared to 2010, due to a lower international order activity in our Canadian operation.

Gross profit for the Engineering segment for 2011 decreased to \$9.7 million from \$12.1 million for the same period in 2010, a decrease of \$2.4 million, primarily due to the lower revenue volume, with gross profit as a percent of revenues slightly lower than in 2010 at 19.5%.

Selling, general and administrative expenses

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Selling, general and administrative expenses (SG&A) increased \$10.2 million, or 11.9%, for 2012 compared to 2011. The primary reason for the change is as follows:

- As a result of the acquisitions of Sprint, Saxon and Q3C, SG&A expense increased \$10.1 million; and
- In 2012 the Company expensed \$2.5 million for its pension withdrawal liability compared to \$5 million in the prior year;
- The Company settled litigation associated with the acquisition of Rockford and recorded a benefit of \$3.5 million;
- These decreased costs were partially offset by increases in personnel costs of \$1.5 million, intangible amortization of \$0.3 million and legal and consulting costs of \$1.3 million.

SG&A expenses as a percentage of revenue increased to 6.3% for 2012 from 5.9% for 2011, and decreased to 5.9% for 2011 from 6.9% for 2010. The increase in 2012 is primarily due to completion of the Ruby project which had minimal associated SG&A costs.

The decrease as a percentage of revenues for 2011 compared to 2010 was primarily due to the increase in revenues.

Other income and expense

Non-operating income and expense items for the years ended December 31, 2012, 2011 and 2010 were as follows:

	2012 (Thousands)	2011 (Thousands)	2010 (Thousands)
<i>Other income (expense)</i>			