

Primoris Services Corp
Form 10-K
March 05, 2012
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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, 2011

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

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(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

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

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

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.

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).

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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 \$366.2 million based upon the closing price of such common equity as of June 30, 2011 (the last business day of the Registrant's most recently completed second fiscal quarter). On March 1, 2012, there were 51,071,527 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 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 these 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 these 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 larger specialty contractors and infrastructure companies in the United States. Serving diverse end-markets, we provide a wide range of construction, fabrication, maintenance, replacement, water and wastewater and product engineering services to major public utilities, petrochemical companies, energy companies, municipalities, state departments of transportation and other customers. Primoris or its predecessor companies have been in business since 1946, and the Company has been incorporated in Delaware since 2006. Since our inception, we have actively pursued a diversification and expansion strategy. For most of our history, a substantial portion of our activities were performed in the western United States, primarily in California.

Starting in the early 2000s, we expanded our services through a start-up business and a series of acquisitions. We began to provide engineering design services for fired heaters and furnaces primarily used in refinery applications through a newly formed subsidiary, Onquest, Inc. which acquired a Canadian subsidiary, Born Heaters, ULC. Through our subsidiary Cardinal Contractors, Inc., we construct water and wastewater

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facilities in the southeast United States, and we have strategic presences in Texas through our subsidiary James Construction Group, LLC.

In 2008 we became a publicly traded company and have completed the following two acquisitions, which have more than doubled the size of the company while significantly increasing our service capabilities and geographic footprint. First, on December 18, 2009, we acquired James Construction Group, LLC, a Florida limited liability private 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.

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The July 2008 Merger

Primoris is a successor company to Rhapsody Acquisition Corp. (Rhapsody) which was founded on April 24, 2006 to effect a merger, capital stock exchange, asset acquisition or other similar business combination with an operating business. On October 10, 2006, Rhapsody closed its initial public offering and raised cash to affect a transaction. On February 19, 2008, Rhapsody entered into an Agreement and Plan of Merger (Merger Agreement) with Primoris Corporation, a privately held Nevada corporation (Former Primoris), and certain stockholders of Former Primoris. On July 31, 2008, with the consent of both the Rhapsody stockholders and the stockholders of Former Primoris, the merger was completed. In connection with the merger, Rhapsody changed its name to Primoris Services Corporation , and the common stock has traded since August 4, 2008 on the NASDAQ Global Market under the symbol PRIM . While Rhapsody was the surviving legal entity in the merger, Former Primoris was treated as the acquiring entity for accounting purposes.

In the merger, holders of all of the issued and outstanding shares of common stock of Former Primoris and two foreign managers of Former Primoris (collectively, the Former Primoris Holders) received an aggregate of (i) 24,094,800 shares of our common stock at the closing of the merger plus (ii) the right to receive 2.5 million additional shares of our common stock for the fiscal year ending December 31, 2008 and 2.5 million shares for the fiscal year ending December 31, 2009 for a total of 5.0 million additional shares, provided that we achieved specified financial milestones. The Company achieved the specified financial milestone for 2008 and 2009 and the 5.0 million earnout shares were issued to the Former Primoris stockholders.

Services

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

East Construction Services represented 36.2% of revenues for 2011 and 51.0% of revenues for 2010. West Construction Services represented 60.4% of revenues for 2011 and 42.7% in 2010. Engineering represented approximately 3.4% of revenues in 2011 and 6.3% in 2010.

Range of Services East and West Construction Services

Both of our construction services segments provide a range of services that include designing, building/installing, replacing, repairing/rehabilitating and providing management services for construction related projects. These 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 incorporates the JCG construction business, located primarily in the southeastern United States. The segment also includes the businesses located in the Gulf Coast region of the United States, including Cardinal Contractors, Inc.

West Construction Services

The West Construction Services segment includes the construction services performed in the western United States, primarily in the states of California and Oregon. Entities included in West Construction Services are ARB, Inc., ARB Structures, Inc., Stellaris, LLC, Rockford Corporation, Alaska Continental Pipeline, Inc, Primoris Renewables, Inc, Juniper Rock, Inc and All Day Electric Company, Inc. (a 50% owned entity in 2010 and 100% owned entity in 2011).

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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 has the ability to deliver custom engineering solutions worldwide.

Trends

We continue to operate in a challenging business environment with increasing regulatory requirements and only gradual recovery in the economy and capital markets from the recessionary levels of the past two 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. Therefore, we cannot predict the timing or magnitude that industry trends may have on our business, particularly in the near-term.

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.

For our underground services, we also expect that the opportunities for natural gas pipelines will increase over the long-term. Development of gas shale formations throughout North America has resulted in a significant increase in the natural gas supply, leading to a reduction in natural gas prices from the levels in the 2003 to 2008 period. As one of the cleanest-burning fossil fuels, low-cost natural gas supports the U.S. goals of energy independence from foreign energy sources and a cleaner environment. 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.

The existing pipeline infrastructure may 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 and Regulatory Certainty 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.

Our highway construction services may find 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.

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. We will 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.
- *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.

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- *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. With the December 2009 acquisition of JCG, we have expanded our customer base to include a significant presence in the Gulf Coast region of the United States and with the November 2010 acquisition of Rockford, we expanded to include the Pacific Northwest area of the United States. The JCG acquisition also changed the composition of our customer base with a significant increase in public state agency projects. We enter into a large number of contracts each year and the projects can vary in length from three months, 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	2011	2010	2009
Gas and electric utility	11.3%	7.3%	14.4%
Gas and electric utility	*	*	11.9%
Gas utility	*	*	9.1%
Gas utility (Ruby Pipeline Project)	18.8%	8.4%	*
Louisiana DOT	16.4%	20.5%	*
Public state agency	*%	5.0%	*

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Totals	46.5%	41.2%	35.4%
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(*) Indicates customers with 5% or less of revenues during the 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.

For the year ended December 31, 2011, approximately 68.5% of total revenues were generated from our top ten customers and approximately 15.5% of our accounts receivable were due from one customer.

For the year ended December 31, 2010, approximately 55.3% of total revenues were generated from our top ten customers and approximately 25.0% of our accounts receivable were due from one customer. For the year ended December 31, 2010, we earned approximately 8.4% of our total revenue from this customer.

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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, 2011:

Segment	Project	Location	Contract Amount (Millions)	Estimated Completion Date	Remaining Backlog at December 31, 2011 (Millions)
West Construction Services	550 MW Combined Cycle Plant	El Segundo, CA	\$ 155.6	05/2013	\$ 141.3
West Construction Services	Solar Energy Project	Blythe, CA	\$ 28.0	09/2013	27.9
West Construction Services	296 MW Comb. Cycle Plant	Lodi, CA	\$ 100.0	07/2012	72.0
West Construction Services	144 MW Comb. Cycle Plant	El Centro, CA	\$ 89.0	05/2012	23.5
East Construction Services	I12 Design Build	Baton Rouge, LA	\$ 110.8	05/2012	21.4
East Construction Services	IH 35 Salado to Belton	Salado, TX	\$ 107.2	08/2014	85.5
East Construction Services	LA1 Bridge	Lafourche Parish, LA	\$ 137.7	06/2012	8.0
Engineering	Waste Heat Recovery	Australia	\$ 32.6	03/2012	7.7

Competition

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 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.

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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, 2011, 2010 and 2009, and the total assets located in those countries for the years ended December 31, 2011 and 2010. 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. In December 2009, we discontinued all operations in Ecuador and in February 2010, entered into an agreement for the sale of the Ecuador business. The table below does not include the information attributable to our discontinued Ecuador subsidiary.

Country	2011		Year Ended December 31,				Total Assets at	
	Revenue (Thousands)	%	2010 Revenue (Thousands)	%	2009 Revenue (Thousands)	%	2011 (Thousands)	2010 (Thousands)
United States	\$ 1,147,863	99.1	\$ 920,051	97.7	\$ 445,979	95.5	\$ 719,028	\$ 692,759
Non-United States	12,287	0.9	21,714	2.3	21,031	4.5	9,385	11,457
TOTAL	\$ 1,460,150	100.0	\$ 941,765	100.0	\$ 467,010	100.0	\$ 728,413	\$ 704,216

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

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Risks Attendant to Foreign Operations

In 2011, as set forth in the table above, approximately 0.8% 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.

During the years 2005 through 2009, we had operations in Ecuador. In December 2009, management determined that the Ecuador operations would be discontinued and the business sold. Refer to Note 10 *Discontinued Operations* to the consolidated financial statements included in Part II, Item 8, *Financial Statements and Supplementary Data* for further discussion.

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.

All government contracts and many other contracts provide for termination of the contract for the convenience of the party. 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.

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 and Louisiana, we self-insure our workers compensation claims in an amount of up to \$150,000 per occurrence, and we maintain insurance covering larger claims. Management believes 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.

Employees

We believe that our employees are our most valuable resource in successfully completing construction work. Our ability to maintain sufficient continuous work for nearly over 3,000 hourly employees instills in our employees loyalty to and understanding of our policies and contributes to our strong production, safety and quality record.

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As of December 31, 2011, we employed approximately 779 salaried employees and approximately 3,279 hourly employees. The total number of hourly personnel employed is subject to the volume of construction in progress. During the calendar year 2011, the number of employees ranged from approximately 2,500 employees to 4,500 employees.

The following is a summary of employees by function and geography at December 31, 2011:

	CA	OR	WA	FL	TX	LA	Other US	Canada	Total
Salaried	240	31	20	32	145	253	27	31	779
Hourly	963	346	143	114	426	779	508	0	3,279
Total	1,203	377	163	146	571	1,032	535	31	4,058

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 and the charters of each 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.

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

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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;
- Increases in construction costs that we may be unable to pass through to our customers;

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- 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 internally or through acquisitions or otherwise;
- 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. 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.

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.

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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. For example, in 2009 our financial results were affected by a significant reduction in power plant construction opportunities.

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 such lack of 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. If 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.

Throughout 2011 and in to 2012, the economy is slowly recovering from the recent recession. The financial markets also have not fully recovered. It is uncertain when these conditions will significantly improve. 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. The availability of credit remains constrained, and many of our customers have not fully recovered from the negative impact of the recession. A continued reduction in our customers spending for our 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 recessionary 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.

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.

Our customer base is highly concentrated, with our top ten customers accounting for 68.5% of our revenue in 2011, 55.0% of our revenue in 2010 and 58.8% in 2009. 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 which such customers order in a given period and as a result of competition from the in-house service organizations of several of our customers. 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.

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We currently generate, and expect to continue to generate, a portion of our revenue and profits under fixed-price and unit-price contracts. The portion of revenue generated from fixed-price and unit-price contracts for 2011, 2010 and 2009 was 66%, 72% and 68%, respectively. The portion of gross profit generated from fixed-price and unit-price contracts for 2011, 2010 and 2009 was 57%, 71% and 55%, respectively. We must estimate the costs of completing a particular 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;
- Our suppliers or subcontractors failure to perform;
- Changes in local laws and regulations;
- Delays caused by local weather conditions; and
- A combination of one or more of these factors as projects grow in size and complexity.

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Depending upon the size of a 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 customer contracts are often 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 affect 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, 2011, approximately 46% of our hourly employees, primarily consisting of field laborers, were covered by collective bargaining agreements. Of the 38 collective bargaining agreements we are a party to, sixteen expire during 2012 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 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. If any plans are 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.

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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.

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 national 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.

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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 any 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 deductibles ranging from \$150,000 to \$250,000 per occurrence depending on the insurance policy. We are primarily self-insured for all claims that do not exceed the amount of the applicable deductible. For our employees not part of a collective bargaining agreement, we provide employee health care benefit plans. Our primary 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 such 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 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 recorded approximately \$32.1 million in goodwill and \$15.5 million of intangible assets in connection with the 2010 Rockford acquisition, and we recorded approximately \$58.1 million in goodwill and \$31.7 million of intangible assets based on the application of the acquisition method of accounting in connection with the 2009 acquisition of JCG. 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 acquisitions of Rockford or JCG, 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. Although we do not expect any material short-term impact on our financial results as a result of the legislation, we cannot determine the extent of any long-term impact from the legislation or any potential changes to the 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 2011, 2010 and 2009 was 6%, 5% and 4%, respectively. The portion of gross profit generated from EPC contracts for 2011, 2010 and 2009 was 9%, 4% and 9%, 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 do 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.

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 2011, 2010 and 2009 was 73%, 76% and 54%, 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; and
- The potential impairment of acquired goodwill and intangible assets.

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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.

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, 2011, 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, national 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 2011 and 2010, revenue attributable to our services outside of the United States was approximately 0.8% and 2.3% 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;

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- 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. In December 2009, management determined that the Ecuador operations would be discontinued and the business sold.

Risks Related to our Common Stock

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

As part of the JCG acquisition in 2009 and the Rockford acquisition in 2010, we issued shares of common stock and used shares of common stock as a part of contingent earn-out consideration. 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 2011, 1,699,532 total shares were issued for earn-out, director compensation and management incentive plans, resulting in a dilution of 3.4%. The continuation of the director compensation plan and the management long-term incentive plan will further dilute our current stockholders. In addition, any common stock issued as part of future acquisitions would 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.

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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.

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, 2011, four of our director-officers beneficially owned an aggregate in excess of 35% of the outstanding shares of our common stock. On his own, Brian Pratt beneficially owned and had the power to vote approximately 31.6% of the outstanding shares of our common stock at December 31, 2011. 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.

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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 Conroe and Pasadena, Texas, Birmingham, Alabama 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 and in Toledo, Washington. The Engineering segment of our business has offices located in San Dimas, California and in Calgary, Canada.

We lease most of the facilities used in our operations. The leases are generally for 10 to 12-year terms, expiring through 2021. The aggregate lease payments made for our facilities in 2011 were \$4.5 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 2011, 2010 and 2009, we spent approximately \$29.1 million, \$23.6 million and \$9.3 million, respectively, in cash for property and equipment. Additionally, we acquired property and equipment through the use of capital leases of approximately \$5.3 million in 2011, zero in 2010 and \$4.7 million in 2009. We estimate that our capital equipment includes the following:

- Heavy construction and specialized equipment 772 units; and
- Transportation equipment 1,454 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, 2011 and 2010:

	2011 (In Thousands)		2010 (In Thousands)	Useful Life
Land and buildings	\$ 18,987	\$	14,415	30 years
Leasehold improvements	5,597		3,539	Lease life
Office equipment	1,203		1,006	3 - 5 years
Construction equipment	158,978		148,125	3 - 7 years
Transportation equipment	28,475		16,844	3 - 18 years
	213,240		183,929	
Less: accumulated depreciation and amortization	(83,591)		(60,762)	
Net property, plant and equipment	\$ 129,649	\$	123,167	

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.

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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.

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.

We had outstanding 51,059,132 shares of common stock and 253 stockholders of record as of December 31, 2011. 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 2011 and 2010.

Year ended December 31, 2011	Market price per Share	
	High	Low
First quarter	\$ 10.14	\$ 8.18
Second quarter	\$ 13.34	\$ 10.22

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Third quarter	\$	14.19	\$	9.66
Fourth quarter	\$	15.26	\$	10.20

Year ended December 31, 2010

First quarter	\$	8.72	\$	7.40
Second quarter	\$	8.37	\$	5.95
Third quarter	\$	7.40	\$	5.65
Fourth quarter	\$	9.54	\$	6.77

Prior to their expiration on October 2, 2010, the Company Warrants and Units were traded under the NASDAQ Global Market under the symbols PRIMW and PRIMU , respectively.

Dividend Policy

The following table shows cash dividends to our common stockholders declared by the Company during the three years ended December 31, 2011:

Declaration Date	Payable Date	Record Date	Type
March 16, 2009	April 15, 2009	March 31, 2009	\$0.025 per share
May 19, 2009	July 15, 2009	June 30, 2009	\$0.025 per share
August 7, 2009	October 15, 2009	September 30, 2009	\$0.025 per share
November 11, 2009	January 15, 2010	December 31, 2009	\$0.025 per share
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

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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 2011, our employees purchased 94,966 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 14,825 shares of common stock on August 2, 2011. 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, 2011.

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	1,410,209
Equity compensation plans not approved by security holders	0	0	0
Total	0	0	1,410,209

These securities represent shares of common stock available for issuance under our 2008 Equity Plan. The material features of our 2008 Equity Plan are described in Notes 2 and 23 to our consolidated financial statements for the year ended December 31, 2011 included in Part II, Item 8 *Financial Statements and Supplementary Data* .

Repurchases of Securities

On September 7, 2010, the Company adopted a Rule 10b5-1 trading plan with a broker to facilitate the repurchase of the Company's redeemable warrants. From September 7, 2010 through the plan termination date of September 28, 2010, the broker completed the repurchase of 245,846 warrants in accordance with the plan, for \$0.28 million.

On October 2, 2010, all outstanding warrants expired. A total of 33,744 unexercised warrants expired on that date.

Unregistered Sales of Securities during 2011

We completed the November 2010 acquisition of Rockford for which a portion of the consideration consisted of unregistered securities 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 common stock were issued to the sellers in the first quarter 2011 as a result of meeting the 2010 target. The purchase agreement provided for additional performance targets for 2011 and 2012. The Company determined that the 2011 target has been met, which provides for a cash payment and a stock payout. The stock component of the earnout was based on the Company's average closing stock price (as defined in the purchase agreement) during December 31, 2011 of \$14.83 per share and is anticipated to result in 232,637 shares being issued and the cash component paid in March 2012. The 2012 contingent earnout consideration will be paid in cash if the target is met.

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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. There are no further contingent considerations for the JCG acquisition.

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, 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
March 1 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

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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, 2011. 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, 2011

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,					
	2011	2010	2009	2008	2007	
	(In thousands except per share data)					
Statement of Operations Data:						
Revenues	\$ 1,460,150	\$ 941,765	\$ 467,010	\$ 597,822	\$ 542,624	
Cost of revenues	1,274,947	818,976	391,435	527,380	482,556	
Gross profit	185,203	122,789	75,575	70,442	60,068	
Selling, general and administrative expense	86,204	64,985	34,781	30,544	28,580	
Merger related stock expense			390	4,050		
Operating income	98,999	57,804	40,404	35,848	31,488	
Other income (expense)	(2,266)	(2,129)	7,707	6,380	(1,856)	
Income from continuing operations, before income taxes	96,733	55,675	48,111	42,228	29,632	
Income tax provision	(38,174)	(22,059)	(18,350)	(4,926)	(895)	
Income from continuing operations	\$ 58,559	\$ 33,616	\$ 29,761	\$ 37,302	\$ 28,737	
Income (loss) from discontinued operations, net of tax (1)			(3,849)	(869)	(1,603)	
Net income (loss)	\$ 58,559	\$ 33,616	\$ 25,912	\$ 36,433	\$ 27,134	
Dividends per common share	\$ 0.11	\$ 0.10	\$ 0.10	\$ 0.05		
Earnings (loss) per share:						
Basic:						
Income from continuing operations	\$ 1.15	\$ 0.79	\$ 0.93	\$ 1.42	\$ 1.23	
Income (loss) from discontinued operations (1)	\$	\$	\$ (0.12)	\$ (0.03)	\$ (0.07)	
Net income	\$ 1.15	\$ 0.79	\$ 0.81	\$ 1.39	\$ 1.16	
Diluted:						
Income from continuing operations	\$ 1.14	\$ 0.72	\$ 0.86	\$ 1.32	\$ 1.23	
Income (loss) from discontinued operations (1)	\$	\$	\$ (0.11)	\$ (0.03)	\$ (0.07)	
Net income	\$ 1.14	\$ 0.72	\$ 0.75	\$ 1.29	\$ 1.16	
Weighted average common shares outstanding:						
Basic	50,707	42,694	31,937	26,258	23,458	
Diluted	51,153	46,878	34,418	28,156	23,458	
Pro Forma Data - 2007 to 2008 (unaudited) (2)						
Income from continuing operations, before income taxes, as reported				\$ 42,228	\$ 29,632	

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Pro forma provision for income taxes		(16,797)		(11,794)
Pro forma income from continuing operations	\$	25,431	\$	17,838
Pro forma income (loss) from discontinued operations (1)		(592)		(993)
Pro forma net income	\$	24,839	\$	16,845
Pro Forma Earnings (loss) per share (unaudited):				
Basic:				
Income from continuing operations	\$	0.97	\$	0.76
Income (loss) from discontinued operations (1)	\$	(0.02)	\$	(0.04)
Net income	\$	0.95	\$	0.72
Diluted:				
Income from continuing operations	\$	0.90	\$	0.76
Income (loss) from discontinued operations (1)	\$	(0.02)	\$	(0.04)
Net income	\$	0.88	\$	0.72

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	As of December 31,				
	2011	2010	2009	2008	2007
Balance Sheet Data:					
Cash and cash equivalents	\$ 120,306	\$ 115,437	\$ 90,004	\$ 72,848	\$ 62,628
Short term investments	\$ 23,000	\$ 26,000	\$ 30,058	\$ 15,036	\$
Accounts receivable, net	\$ 187,378	\$ 208,145	\$ 108,492	\$ 90,622	\$ 112,468
Total assets	\$ 728,413	\$ 704,216	\$ 476,027	\$ 252,212	\$ 220,973
Total current liabilities	\$ 345,019	\$ 381,587	\$ 242,192	\$ 168,392	\$ 150,123
Long-term debt/capital leases, net of current portion	\$ 67,233	\$ 73,160	\$ 77,955	\$ 26,965	\$ 22,641
Stockholders' equity	\$ 274,932	\$ 208,231	\$ 143,959	\$ 55,430	\$ 46,923

(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 elsewhere 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."

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 December 2009 and Rockford in November 2010, Primoris has doubled its size and the Company's national footprint now extends from Florida, along the Gulf Coast, through California, into the Pacific Northwest and 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.

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On December 18, 2009, the Company completed the acquisition of 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 privately held company and 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.

JCG's heavy civil division provides services in heavy civil construction projects, including highway and bridge construction, concrete paving, levee construction, airport runway and taxiway construction and marine facility construction. JCG's infrastructure and maintenance division provides large earthwork and site development, landfill construction, site remediation and mining support services. JCG's industrial division, with a client base comprised primarily of private industrial companies, provides all phases of civil and structural construction, mechanical equipment erection, process pipe installation and boiler, furnace and heater installation and repair.

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

Rockford's business adds to the Company's major underground project bidding and performance capabilities on a nationwide basis. Rockford also adds to our California underground capacity and provides a northwest United States location to expand the Company's geographic presence.

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 incorporates the JCG construction business, located primarily in the southeastern United States. The segment also includes the businesses located in the Gulf Coast region of the United States that were formerly included in the Construction Services segment, including Cardinal Contractors, Inc.

West Construction Services

The West Construction Services segment includes the construction services performed in the western United States, primarily in the state of California. Entities included in West Construction Services are ARB Inc., ARB Structures, Inc. and Stellaris, LLC and effective November 1, 2010, the results of the acquisition of Rockford.

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, as well as on 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 in any particular period.

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We and our customers are operating in a challenging business environment in light of the economic downturn and weak capital markets. We are closely monitoring our customers and the effect that changes in economic and market 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. 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 in the long-term without substantial constraints.

Seasonality and cyclicity

Our results of operations can be subject to quarterly variations. Some of the variation is the result of weather, particularly rain, which can impact Primoris' ability to perform construction services. Since the majority of the Company's work is in the southern half of the United States, these seasonal impacts are not as dramatic for the Company as may be experienced by companies in some other states. In addition, demand for new projects can 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.

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

Table of Contents**Results of operations**

Revenue, gross profit, operating income and net income for the years ended December 31, 2011, 2010 and 2009 were as follows:

	2011		2010		2009	
	(Thousands)	% of Revenue	(Thousands)	% of Revenue	(Thousands)	% of Revenue
Statement of Operations Data:						
Revenues	\$ 1,460,150	100.0%	\$ 941,765	100.0%	\$ 467,010	100.0%
Gross profit	185,203	12.7%	122,789	13.0%	75,575	16.2%
Selling, general and administrative expense	86,204	5.9%	64,985	6.9%	34,781	7.4%
Merger related stock expense					390	0.1%
Operating income	98,999	6.8%	57,804	6.1%	40,404	8.7%
Other income (expense)	(2,266)	(0.2)%	(2,129)	(0.2)%	7,707	1.7%
Income before income taxes	96,733	6.6%	55,675	5.9%	48,111	10.3%
Provision for income taxes	(38,174)	(2.6)%	(22,059)	(2.3)%	(18,350)	(3.9)%
Income from continuing operations	58,559	4.0%	33,616	3.6%	29,761	6.4%
Loss on discontinued operations					(3,849)	(0.9)%
Net income	\$ 58,559	4.0%	\$ 33,616	3.6%	\$ 25,912	5.5%

2011 and 2010

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.

Gross profit as a percentage of revenues declined from 13.0% to 12.7% comparing 2011 to 2010. In 2011, the margin percentage for the East Construction services segment increased to 10.8% from 10.1% in 2010, the margin percentage for the West Construction services segment

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declined from 15.4% in 2010 to 13.4 %, and the margin percentage for the engineering segment declined from 20.6% in 2010 to 19.5%.

2010 and 2009

Revenue increased \$474.8 million, or 101.7%, for 2010 as compared to 2009 primarily as a result of the contributions from the acquisitions of JCG in December 2009 and Rockford in November 2010. Revenues from the Engineering segment increased by 2.1%. In 2010, our East Construction Services segment, which includes a full year contribution from the JCG acquisition, provided 51.0% of total revenues compared to 14.8% of total revenues in 2009. The JCG acquisition contributed \$429.4 million and the Rockford acquisition contributed \$85.3 million during 2010. Excluding the impact of the acquired businesses, revenue declined by \$39.9 million in 2010 compared to 2009. Revenues decreased primarily in oil and gas pipeline projects and parking structure projects reflecting the impact of decreased project awards during the recession.

Gross profit increased by \$47.2 million, or 62.5%, for 2010 as compared to 2009 primarily due to the acquisitions of JCG and Rockford. JCG contributed \$45.5 million in gross profit and Rockford provided \$9.8 million in gross profit. For 2010, gross profit provided by our East Construction Services segment represented 39.7% of the total gross profit compared to 8.7% of total gross profit in 2009.

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Gross profit as a percent of revenues decreased to 13.0% compared to 16.2% in 2009. The decrease was primarily due to the typically lower margin percentages on JCG's civil projects and the lower utilization of equipment and manpower in the West Construction Services segment reflected by the decrease in revenues.

Geographic areas financial information

Revenue by geographic area for the years ended December 31, 2011, 2010 and 2009 was as follows:

	2011		2010		2009	
	(Thousands)	% of Revenue	(Thousands)	% of Revenue	(Thousands)	% of Revenue
Country:						
United States	\$ 1,447,653	99.2%	\$ 920,051	97.7%	\$ 445,979	95.5%
Non-United States	12,287	0.8%	21,714	2.3%	21,031	4.5%
Total revenue	\$ 1,460,150	100.0%	\$ 941,765	100.0%	\$ 467,010	100.0%

All non-United States revenue has been generated in the Engineering Segment. For the table above, revenues generated by OnQuest's Canadian subsidiary, Born Heaters Canada, ULC, were used to determine 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, 2011, 2010 and 2009 were as follows:

	2011		2010		2009	
	(Thousands)	% of Revenue	(Thousands)	% of Revenue	(Thousands)	% of Revenue
East Construction Services						
Revenue	\$ 528,745		\$ 480,533		\$ 69,015	
Gross profit	\$ 57,118	10.8%	\$ 48,770	10.1%	\$ 6,544	9.5%

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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.

2010 and 2009

East Construction Services segment revenue increased in 2010 by \$411.5 million compared to 2009, as a result of the December 2009 acquisition of JCG, which contributed 2010 revenues of \$429.4 million. Excluding the impact of the JCG acquisition, revenue for the segment was lower than the prior year by \$17.9 million caused primarily by a reduction in revenues on Florida water and wastewater projects.

Gross profit increased by \$42.2 million in 2010 compared to 2009. The increase resulted from increased gross profit contributed by the December 2009 acquisition of JCG of \$45.5 million in 2010 compared to 2009. This increase was partially offset by decreases in gross profit of \$2.2 million, primarily in water and wastewater projects. The JCG gross profit amount included intangible amortization expense of \$2.1 million.

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West Construction Services Segment

Revenue and gross profit for the West Construction Services segment for the years ending December 31, 2011, 2010 and 2009 were as follows:

	2011		2010		2009	
	(Thousands)	% of Revenue	(Thousands)	% of Revenue	(Thousands)	% of Revenue
<i>West Construction Services</i>						
Revenue	\$ 881,733		\$ 402,273		\$ 340,222	
Gross profit	\$ 118,385	13.4%	\$ 61,897	15.4%	\$ 62,927	18.5%

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.

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.

2010 and 2009

West Construction Services segment revenues increased by \$62.1 million, or 18.2% for 2010 compared to 2009 as a result of revenue of \$85.3 million contributed by the Rockford acquisition in the fourth quarter of 2010 and a revenue increase of \$21.3 million from California water and sewer pipeline projects, partially offset by a decline in revenues from oil and gas pipeline projects of \$25.6 million and parking structure projects of \$15.2 million.

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Gross profit for the West Construction Services decreased by \$1.0 million, or 1.6%, for 2010 compared to 2009. Rockford contributed gross profit of \$9.8 million. This amount was offset by an \$11.7 million decrease in other construction work, including decreases of \$5.5 million on oil and gas pipeline projects, \$1.7 million in underground cable and conduit projects, \$2.7 million on water and sewer projects in California and \$1.2 million in horizontal directional drilling projects. These reductions were a result of the general slowdown in business primarily in California.

Gross profit as a percent of revenues decreased to 15.4% in 2010 compared to 18.5% in 2009 primarily as a result of lower utilization of equipment and manpower, especially in the first half of 2010.

Engineering Segment

Revenue and gross profit for the Engineering segment for the years ended December 31, 2011, 2010 and 2009 were as follows:

	2011		2010		2009	
	(Thousands)	% of Revenue	(Thousands)	% of Revenue	(Thousands)	% of Revenue
<i>Engineering Segment</i>						
Revenue	\$ 49,672		\$ 58,959		\$ 57,773	
Gross profit	\$ 9,700	19.5%	\$ 12,122	20.6%	\$ 6,104	10.6%

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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%.

2010 and 2009

Revenue for the Engineering segment increased by \$1.2 million, or 2.1%, for 2010, compared to 2009, due to several new projects that began in the first half of 2010, replacing completed projects in 2009.

Gross profit for the Engineering segment for 2010 increased to \$12.1 million from \$6.1 million for the same period in 2009, an increase of \$6.0 million. Gross margin as a percent of revenues for 2010 was 20.6% compared to 10.6% for the same period in 2009. A significant portion of the increase was due to improvements in the final costs of several complex projects completed in 2010 compared to the estimated costs for these projects identified in the prior year. These improvements resulted in a favorable impact to gross profit of \$4.8 million for 2010. Excluding the impact of these projects, gross profit for 2010 was \$7.3 million, a net increase of \$1.2 million compared to the same period in the prior year, with gross profit as a percent of revenues of 12.4% in 2010 compared to 10.6% for 2009.

Selling, general and administrative expenses

Selling, general and administrative expenses (SG&A) increased \$21.2 million, or 32.7%, for 2011 compared to 2010. The total was the result of an \$18.6 million increase in the West Construction Services segment , an increase of \$1.9 million in the East Construction Services segment, an increase of \$0.4 million in the Engineering segment, and an increase of \$0.3 million in Primoris corporate expenses.

The total change consists of the following elements:

- SG&A expenses of the November 2010 acquisition of Rockford resulting in an increase of \$7.4 million
- Increased SG&A expenses due from the acquisition of All Day Electric of \$1.1 million

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- In November 2011, Rockford withdrew from the Central States pension plan and recognized a non-routine charge of \$5.0 million for the withdrawal liability
- In 2011, we accounted for gain on sales of equipment in cost of revenues, while in 2010 we recorded this in SG&A, resulting in an impact of \$1.2 million
- An increase of \$6.5 million, which includes an increase of approximately \$4.0 million in compensation and compensation related expenses.

SG&A expenses as a percentage of revenue decreased to 5.9% for 2011 from 6.9% for 2010, and decreased to 6.9% for 2010 from 7.4% for 2009. This decrease as a percentage of revenues was primarily due to the increase in revenues over the two years, which allowed better absorption of the relatively fixed expenses and certain one-time expenses.

Merger related stock expense

As part of the merger of Rhapsody and Former Primoris in July 2008, we issued shares of common stock to two foreign managers during 2008 and 2009. We recognized \$0.4 million of non-cash expenses and recorded an increase to additional paid-in capital for \$0.4 million in 2009 for 52,668 shares issued to the foreign managers in accordance with Primoris attaining its financial performance targets.

Table of Contents**Other income and expense**

Non-operating income and expense items for the years ended December 31, 2011, 2010 and 2009 were as follows:

	2011 (Thousands)		2010 (Thousands)		2009 (Thousands)
<i>Other income (expense)</i>					
Income from non-consolidated investments	\$ 4,018	\$	4,630	\$	8,753
Foreign exchange gain (loss)	(96)		250		293
Other income (expense)	(1,088)		(1,429)		
Interest income	331		616		640
Interest expense	(5,431)		(6,196)		(1,979)
Total other income (expense)	\$ (2,266)	\$	(2,129)	\$	7,707

The income from non-consolidated joint ventures for 2011 included a profit of \$9.4 million from the St.-Bernard Levee Partners joint venture and a profit of \$0.1 million from the OMPP joint venture. These earnings were offset by losses of \$5.5 million for the WesPac Energy joint venture, including the impact for the non-reimbursed project costs for the termination of development projects and reserves for assets not recoverable and an adjustment of \$1.7 million to recognize an other than temporary decrease in the value of the Company's basis difference between the Company's original investment and its pro-rata share of the WesPac equity.

Income from non-consolidated joint ventures for 2010 included \$5.4 million from the St.-Bernard Levee Partners joint venture, offset by the write-off of \$0.5 million for the All Day Electric joint venture and a \$0.2 million expense for the WesPac Energy joint venture, a developer of pipeline and terminal projects in which the Company acquired a 50% interest in July 2010. The Company acquired a 50% membership interest in the WesPac Energy joint venture in July 2010 for cash of \$18.1 million

Equity income (loss) from non-consolidated investments for 2009 consisted of \$8.7 million income from the Otay Mesa Power Partners (OMPP) joint venture, a power plant construction project near San Diego, California, which was in the final stages of completion at the end of 2009, and minor income of our other investments in joint ventures.

Foreign exchange gain for 2011, 2010 and 2009 reflect currency exchange fluctuations of the United States dollar compared to the Canadian dollar. Our contracts in Calgary, Canada are sold based on United States dollars, but a portion of the work is paid for with Canadian dollars creating a currency exchange difference.

Other expense of \$1.1 million in 2011 and \$1.4 million in 2010 represents the change in the estimated fair value of the contingent earnout liabilities for Rockford in 2011 and 2012 and JCG in 2010. During 2010, JCG met the financial target and the remaining adjustment to the fair value of the liability at the time of meeting the target in September 2010 was expensed to SG&A. Rockford met both the 2010 and the 2011 earn-out targets and the adjustment to the fair value of the liability at the time of meeting the target was expensed to SG&A in the applicable year.

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Interest income decreased in 2011 compared to both 2010 and 2009 as a result of declining interest rates and our decision to invest our excess cash balances primarily in certificate of deposits (CD s) purchased through the CDARS (Certificate of Deposit Account Registry Service) and in short term U.S. Treasury bills with various financial institutions that are backed by the federal government FDIC program. The decrease was partially offset by higher average cash balances in the 2011 period.

Interest expense in 2011 decreased by \$0.8 million compared to 2010 and increased by \$4.2 million for 2010 compared to 2009. The \$0.8 million decrease in 2011 was due to lower levels of subordinated debt and decreases in interest rates on equipment debt due to re-financing. The \$4.2 million increase in 2010 was due to an increase of \$2.5 million for interest paid on the subordinated debt from the JCG and Rockford acquisitions, an increase of \$0.7 million as a result of increased financing of equipment that were part of the JCG and Rockford acquisitions, and \$1.0 million in interest on federal income taxes.

The weighted average interest rate on total debt outstanding at December 31, 2011, 2010 and 2009 was 5.6%, 5.2% and 5.3%, respectively.

Provision for income taxes

Our provision for income tax increased \$16.1 million to \$38.2 million for 2011 compared to 2010 as a result of increased profits, including the increased contribution from the November 2010 acquisition of Rockford. The tax rate decreased slightly for 2011 to 39.5% compared to 39.6% for 2010. The 2010 tax rate increased over the 2009 rate of 38.1% as a result of reflecting a full year of results for our mix of revenues and profits in the various tax jurisdictions throughout the USA and Canada as a result of the JCG acquisition in December 2009. We recorded a tax charge of \$0.4 million in 2010 in order to adjust the prior year accrual to the actual tax returns filed and recorded a one-time tax charge of \$0.5 million for unrecognized tax benefits.

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Discontinued Operations

During December of 2009, the Company discontinued all operations in Ecuador and a plan was put in place to sell the stock ownership of the Ecuador company. The results of operations and cash flows for the operation were reflected as discontinued operations in 2009. Previously, the Ecuador operations were included in the Company's West Construction Services segment.

In February 2010, the Company entered into an agreement for the sale of the Ecuador business. The Company agreed to pay \$1.0 million of remaining liabilities of the business, and the buyer agreed to acquire the business for \$0.7 million, which was comprised of \$0.4 million in Primoris stock owned by the buyer and an interest free \$0.3 million note payable, due on February 19, 2011. Subsequently, the due date of the note was extended until July 19, 2012. The note is secured by the buyer's pledge of 34,635 shares of Primoris common stock. The buyer also agreed to provide an indemnification to the Company for any remaining liabilities. The sale was completed in March 2010. The \$0.4 million in Primoris common stock was cancelled when received by the Company during the second quarter 2010. The sale of the Ecuador business had no material impact to the Company. At both December 31, 2011 and 2010, the balance sheet reflected a net liability of \$0.7 million for potential remaining liabilities under this agreement.

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 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.

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. We recognize 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 overstated or understated.

Revenue recognition We typically structure contracts as unit-price, time and material, fixed-price or cost plus fixed fee. We believe that our operating results should be evaluated over a time horizon during which major contracts in progress are completed and change orders, extra work, variations in the scope of work and cost recoveries and other claims are negotiated and realized.

We recognize revenue on the percentage-of-completion method for all of the types of contracts described in the paragraph above. Under the percentage-of-completion method, estimated contract income and resulting revenue is generally accrued based on costs incurred to date as a percentage of total estimated costs. Total estimated costs, and thus contract income, are impacted by changes in productivity, scheduling, and 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 a current estimate of total contract cost indicates a loss on a contract, the projected loss is recognized in full when determined.

We consider unapproved change orders to be contract variations on which we have customer approval for scope change, but not for price change associated with such scope change. Costs associated with unapproved change orders are included in the estimated cost to complete the contracts and are expensed as incurred. We recognize revenue equal to costs incurred on unapproved change orders when realization of price approval is probable and the estimated amount is equal to or greater than costs related to the unapproved change order. Revenue recognized on unapproved change orders is included in costs and estimated earnings in excess of billings on the consolidated balance sheets.

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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.

We consider claims to be amounts we seek 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 expensed when incurred.

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.

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.

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 using the two-step impairment test, under ASC Topic 350 *Intangibles - Goodwill and Other*. Under this guidance, 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

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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.

In December 2010, 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. The Company will adopt this standard effective January 1, 2012, and it is not expected to have a material impact on the Company's consolidated financial statements.

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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.

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 \$150,000 per claim. We maintained a self-insurance reserve totaling approximately \$13.8 million at December 31, 2011 and approximately \$12.7 million at December 31, 2010. 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.

Liquidity and Capital Resources

Liquidity represents our ability to pay our liabilities when they become due, fund business operations and meet our contractual obligations and execute our business plan. Our primary sources of liquidity are our cash balances at the beginning of each period and our net cash flow. In addition to cash flow from operations, we have availability under our lines of credit to augment liquidity needs. In order to maintain sufficient liquidity, we evaluate our working capital requirements on a regular basis. We may elect to raise additional capital by issuing common stock, convertible notes, term debt or increasing our credit facility as necessary to fund our operations or to fund the acquisition of new businesses.

At December 31, 2011, we had cash and investments of \$143.3 million, consisting of cash of \$120.3 million, and \$23.0 million in short-term investments. We currently have the following credit facilities:

- a \$20 million credit facility which expires on October 26, 2014, under which we can issue letters of credit for up to \$15 million. At December 31, 2011, we have issued letters of credit of \$4.0 million on this facility, resulting in \$16.0 million in available borrowing capacity;

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- a credit facility of \$15 million, with the full borrowing amount available at December 31, 2011, which expires on October 25, 2012; and
- a \$10 million (Canadian dollars) facility for commercial letters of credit in Canada and has an annual renewal, currently with an expiration date of December 31, 2012. At December 31, 2011, \$4.0 million in Canadian dollars of letters of credit were outstanding, with \$6.0 million available under this credit facility for additional letters of credit.

In 2010, the Company entered into an agreement with Bank of the West whereby the Company agrees to maintain a cash balance at the bank equal to the full amount of certain commercial letters of credit. At December 31, 2011, the amount of letters of credit with a maturity of twelve months and the related restricted cash amounted to \$3.8 million, and is included as part of customer retention deposits and restricted cash on the balance sheet.

During the past several years, global market and economic conditions have been volatile and have had an adverse impact on financial markets in general. Many lenders and institutional investors have reduced and, in some cases, ceased to provide funding to borrowers resulting in severely diminished liquidity and credit availability. We currently see some improvements in the credit markets, however, the extent to which these conditions may improve is not clear. At this time, the credit markets have not adversely affected the Company's cost and availability of funding, and we do not expect it to be materially impacted in the near future.

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We have experienced no loss or lack of access to our cash or cash equivalents or funds under our credit facility; however, we can provide no assurances that access to our cash, cash equivalents and funds under our credit facility will not be impacted by adverse conditions in the financial markets.

Cash Flows

Cash flows during the years ended December 31, 2011, 2010 and 2009 are summarized as follows:

	2011 (Thousands)	2010 (Thousands)	2009 (Thousands)
<i>Change in cash</i>			
Net cash provided (used) by operating activities	\$ 40,147	\$ 81,848	\$ 28,082
Net cash provided (used) in investing activities	(22,609)	(54,177)	5,412
Net cash used in financing activities	(12,669)	(1,364)	(14,499)
Net cash used in discontinued operations		(874)	(1,839)
Net change in cash	\$ 4,869	\$ 25,433	\$ 17,156

Operating Activities

The source of our cash flow from operating activities and the use of a portion of that cash in our operations for the years ended December 31, 2011, 2010 and 2009 were as follows:

	2011 (Thousands)	2010 (Thousands)	2009 (Thousands)
<i>Operating Activities</i>			
Operating income	\$ 98,999	\$ 57,804	\$ 40,404
Depreciation and amortization	33,803	24,484	8,663
Loss (gain) on sale of property and equipment	335	(1,359)	(3,217)
Merger related stock expense			