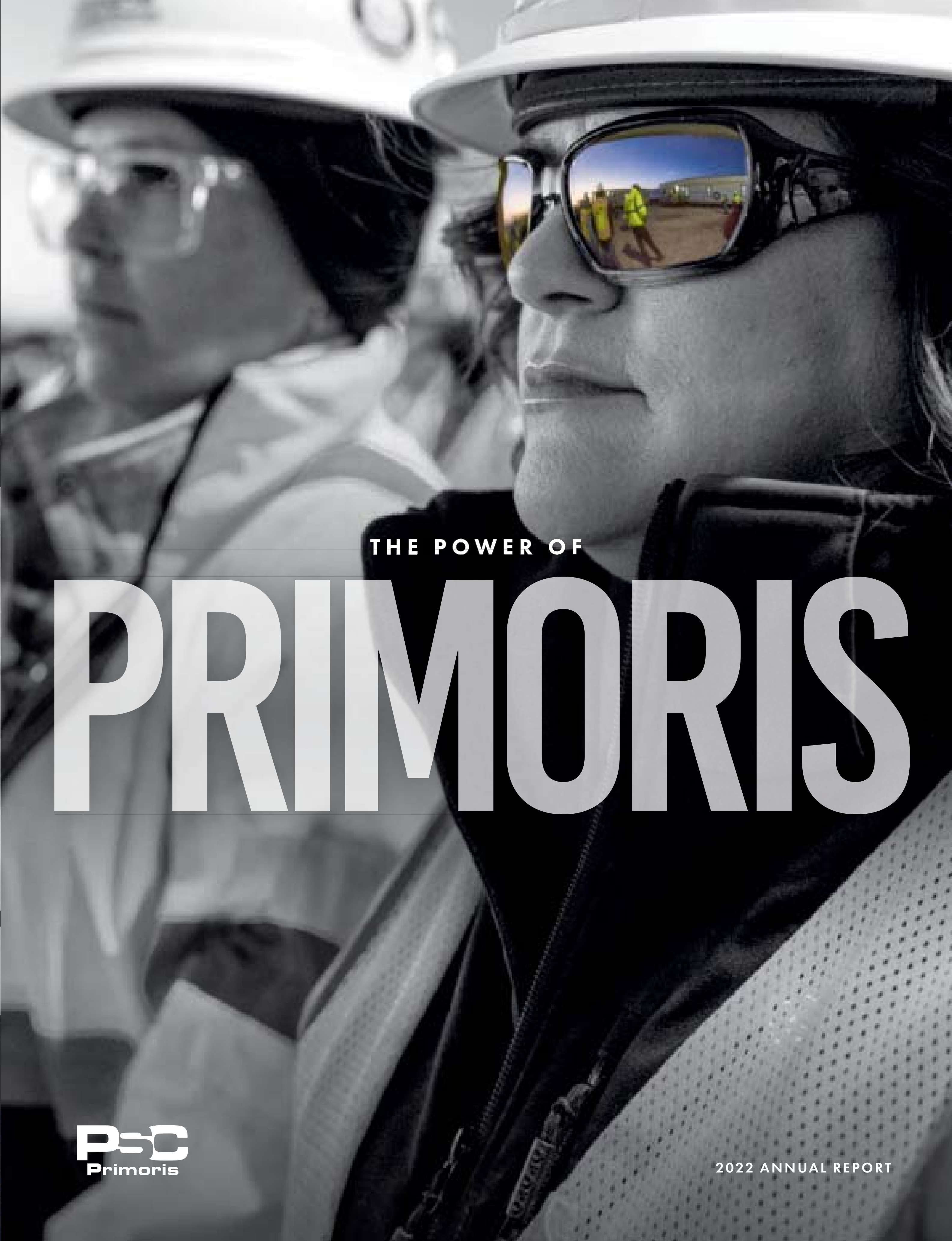
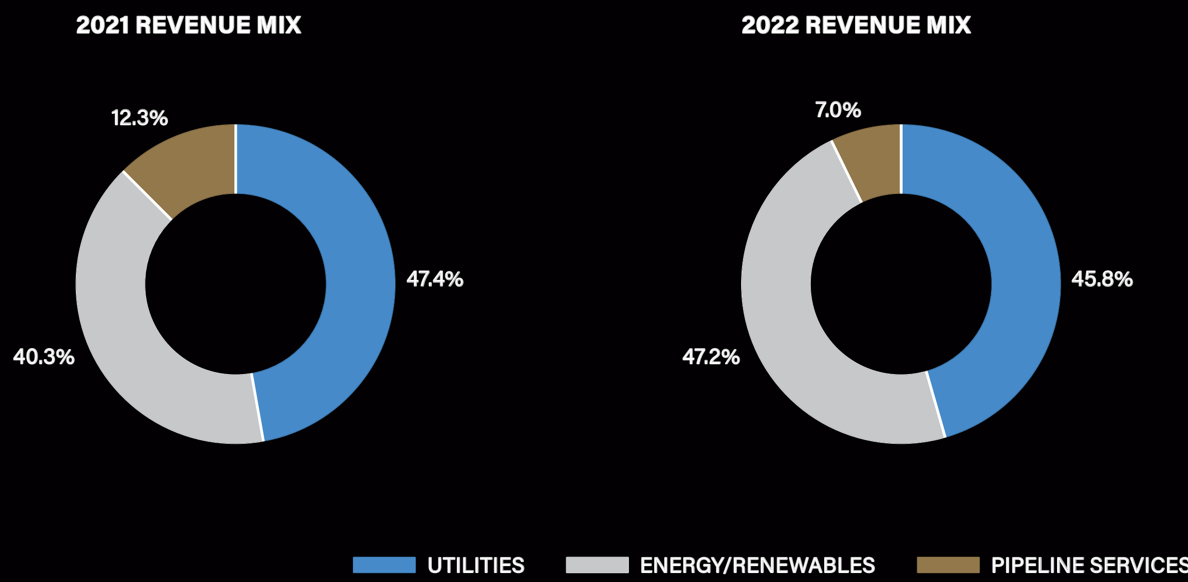


THE POWER OF

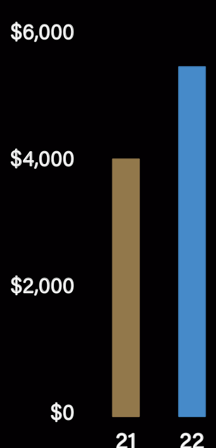
PRIMORIS

2022 ANNUAL REPORT

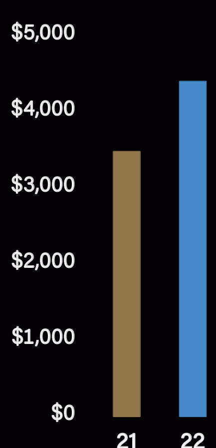


"WE CONTINUE TO TAKE SIGNIFICANT STEPS TO REPOSITION PRIMORIS FOR LONG-TERM SUCCESS IN HIGHER-GROWTH, HIGHER-MARGIN END MARKETS."

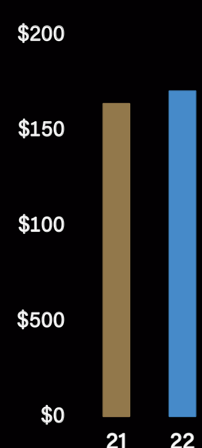
BACKLOG
$ IN MILLIONS



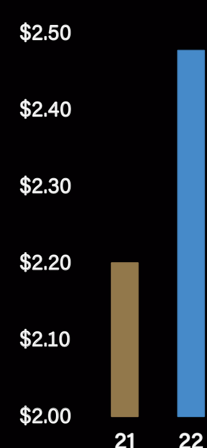
REVENUE
$ IN MILLIONS



OPERATING INCOME
$ IN MILLIONS



EPS
$ PER SHARE



OUR SHAREHOLDERS:

Thank you for your commitment and partnership as a shareholder in Primoris Services Corporation. We appreciate the trust you have placed in our leadership team to create long-term shareholder value. Primoris had a record year in 2022 in many respects, with revenue, backlog, and net income all achieving new highs.

These and other successes were achieved despite numerous challenges to our business. We faced economic uncertainty caused by the war in Ukraine, lingering impacts in Asia from the global pandemic, fuel and wage escalation, and supply chain constraints — all of which we were able to overcome to deliver profitable growth. We strengthened our capabilities in power delivery with the acquisition of PLH Group ("PLH"), further expanded our communications business both organically and through the acquisition of B Comm, and continued gaining market share in our utility-scale solar business. All this, combined with an improving macroeconomic outlook for our business, sets the stage for another successful year in 2023 and helps to harness the power of Primoris to the benefit of our financial performance, operations, employees, and shareholders.

FINANCIAL RESULTS

We grew our revenue to $4.4 billion in 2022, up more than 26 percent from 2021 and 15 percent excluding acquisitions. This was driven by our Energy/Renewables segment, which was up 48 percent thanks to significant growth in utility-scale solar engineering, procurement, and construction ("EPC") and our Utilities segment, which was up 22 percent from the previous year driven by the expansion of our communications services and the acquisition of PLH.

Net income was up almost 15 percent from 2021 to $133.0 million and our earnings per share ("EPS") increased to $2.47 per fully diluted share, marking the sixth consecutive year of EPS growth.

We entered 2022 with just over $4 billion in backlog, which served as the foundation for our revenue growth throughout the year. Now as we begin 2023, we have expanded our backlog of projects to almost $5.5 billion, including $3.6 billion of fixed backlog and $1.9 billion of master service agreement ("MSA") backlog.

“OUR END MARKETS ARE EXPECTED TO SEE CONTINUED TAILWINDS FROM FEDERAL LEGISLATIVE ACTIONS AND OTHER INVESTMENTS REQUIRED TO SECURE THE ENERGY NEEDS OF NORTH AMERICA IN THE COMING DECADES.”

All these financial successes and record highs were achieved even though we experienced inflation levels not seen in more than forty years and a difficult regulatory environment that impacted our Pipeline Services segment.

2022 BUSINESS AND OPERATIONS HIGHLIGHTS

Beginning with our safety performance, we again saw the benefits of emphasizing employee and operational safety as we finished with a Total Recordable Incident Rate (“TRIR”) of 0.5, well below the 2.5 industry average. This is an important metric for us to maintain to ensure all our employees have adequate safety training to perform their jobs and return home safely. I am proud of what we have accomplished from a safety standpoint in recent years and believe we are on the path to improving our safety record going forward.

For the third consecutive year, we ranked in the top one percent of all engineering and construction companies in *Engineering News Record’s* 2022 Top 600 Specialty Contractors. This is a testament to the strength of our workforce and the value we bring to existing customers, and enhances our ability to attract craftspeople and win work.

In our Utilities segment, we faced significant challenges from fuel and labor inflation. However, we responded quickly by negotiating with clients to recoup added costs and finished the second half of the year much stronger. We will continue to update our MSA’s in 2023 with other customers and believe that we will see margin improvement in the segment as inflationary pressures begin to slow.

In the Pipeline Services segment, while we expected to see a decline in 2022 following extraordinarily strong years in 2020 and 2021, the industry-wide headwinds — including fewer large projects sanctioned and permitted — led to results falling below our expectations at the outset of the year. However, we secured a large pipeline project in the third quarter valued at more than $120 million that helped set us on a course back to profitability going into 2023.

The Energy/Renewables segment had an outstanding year in 2022, achieving 41 percent revenue growth excluding acquisitions and 12 percent gross margins. This was driven by both the rapid expansion of our solar EPC business and our industrial business implementing key performance improvement initiatives to boost margins.

POWERING OUR TRANSFORMATION

We continue to take significant steps to reposition Primoris for long-term success in higher growth, higher margin end markets. These markets are poised to benefit from the multi-year private and public sector investment required to meet the growing infrastructure needs in the areas we serve.

Primoris is a different company than it was five years ago. We have built an extremely successful and rapidly growing utility-scale solar construction business and entered the broadband communications market with the acquisition of Future Infrastructure Holdings in 2021. Now with the acquisition of PLH, which closed in August 2022, we have increased the size and scale of our utility operations, specifically electrical transmission and distribution in the power delivery markets.

PLH elevates our Utilities segment in several key aspects. First, it adds approximately 1,300 skilled craftspeople to our combined workforce who enable us to better serve new and existing customers. These employees meet a critical need in an increasingly tight labor market. Second, PLH brings new blue-chip customers with MSA contracts in higher growth, higher margin regions, like Texas, California, and the Southeast. Additionally, the acquisition includes over 100 MSA contracts for higher margin emergency response and restoration work. Finally, PLH is a cultural fit for Primoris. With an emphasis on safe, reliable performance and successful project outcomes, we believe we are better positioned to grow our share of work with existing and additional customers across a broader scope of services including substations, renewable generation connections, grid hardening, and battery storage solutions.

Given the shift in our business mix toward electric grid transformation, renewables, and expanding communications access, we made the decision to combine our Pipeline Services segment with our Energy/Renewables segment to form our new Energy segment, effective January 1, 2023.

Now the two Primoris segments, Utilities and Energy, will each represent approximately half of our revenue. These segments will better reflect the scope of our operations and the markets we serve. Primoris has never been better positioned to meet the demands of North America's growing and everchanging needs in energy transformation, generation, and delivery.

FOCUSED ON EXECUTION

Our end markets are expected to see continued tailwinds from federal legislative actions and other investments required to secure the energy needs of North America in the coming decades. We are a company focused on

growth and will continue to seek additional revenue streams both organically and inorganically to increase the scope and scale of our operations. However, the way we grow will center around improved performance, profitability, and delivering the results expected from us by our shareholders. I am proud of the way our employees have responded to recent macroeconomic challenges and believe we have the right teams in place to continue being a leader in the industry.

In our Utilities segment, profitable growth will mean continued success in our communications business and deploying our gas and power delivery equipment and personnel to the areas and customers where they can perform most efficiently and productively. In our Energy segment, it will mean consistent and disciplined execution of our industrial contracts and the broadening of our renewables portfolio. We see exciting opportunities for new revenue streams in battery storage, operations and maintenance work, and high voltage substation work. These types of projects complement our rapidly growing solar business and are a natural progression for Primoris with our ability to bring different expertise across segments and businesses to serve our clients. Across our operations, it will require our leaders to critically evaluate — and in some cases, turn down — projects or potentially customers that may present a risk to profitability that outweighs the reward of revenue growth. We are committed to showing this discernment and discipline regarding where, for which customers, and for which projects we deploy our highly skilled labor force.

Another area we are prioritizing in 2023 is improving our cash flow generation. Our robust growth profile and higher mix of less risky and more predictable MSA revenue has naturally led to an increase in working capital to finance our business. We view this as transitory as we made investments in projects and materials in 2022 to ensure timely project execution. In 2023, we are making internal efforts to improve our cash conversion cycle through better billing processes, payment terms, and procurement practices.

Improving our cash flow will allow us more flexibility to manage our balance sheet and reduce our debt. Our investments in the future growth of Primoris with the FIH and PLH acquisitions allowed us to create a profitable path forward, but also increased the financial resources we must commit to servicing our debt. In 2023, we plan to deploy excess cash, after investments in the necessary capital expenditures, toward reducing our debt balances. We believe reducing our leverage profile is the right course of action and will position us to be opportunistic regarding acquisitions in the future or share repurchases.

In closing, I am optimistic about the future of Primoris. We have exceptional employees who exhibit our core values each day and make Primoris a great place to work. We deliver outstanding services to our customers to help them reach their objectives. Finally, we have the right strategic priorities in place to execute on our backlog of projects and unlock the power of Primoris to the benefit of our shareholders, employees, and the communities where we operate.

TOM McCORMICK

President and
Chief Executive Officer

BUILT ON A FOUNDATION OF TRUST.

We provide unmatched value to our clients, a safe work environment and entrepreneurial culture to our employees, results to our shareholders, and innovation and excellence to our communities.

POWERING EMPLOYEE VOICES

Our Employee Resource Groups promote diversity and inclusion throughout our organization and within the industry. These safe spaces empower our employees to come together based on shared characteristics or life experiences to raise awareness and provide support, enhance personal and professional development, and contribute to our vision and values.

- Hola (Hispanic & Latino)
- LGBTQ+
- Parenting & Caregiving
- The People Network (Disability Inclusion)
- Primoris Shades of Community (Black & African American)
- Veterans
- The Women of Primoris

POWERING DIVERSE PERSPECTIVES

Our supplier diversity program creates long-term value in the supply chain. We include Minority, Woman, Veteran, LGBTQ+, Small, and HUB Zone owned businesses in our procurement decisions, developing valuable relationships with diverse entities that offer products and services featuring safety, quality, and innovation at highly competitive prices.

We work with **2,700** diverse vendors, representing **15%** of our total third-party spend

We implement tools and databases to find **diverse suppliers** and document our engagement

We employ **mentorship** to produce strategic, dynamic, and enduring relationships

POWERING COMMUNITY ENGAGEMENT

We practice good corporate citizenship through volunteerism and financial support. With efforts such as donating food and toys to local organizations, working with schools and universities, and sponsoring and participating in charitable events, we connect, support, and engage with our communities.

We encourage eligible employees to **give back** through a paid community service day

We team up with clients, peers, and partners **in support** of their charitable efforts

We host and sponsor events that **benefit** nonprofits such as Tunnel to Towers, United Way, American Heart Association, Leukemia & Lymphoma Society, Wounded Warrior Project, Boys & Girls Clubs of America, and Midnight Mission

POWERING SUSTAINABLE PRACTICES

SPOTLIGHT: ENVISION FRAMEWORK

The need for renewable infrastructure has never been more crucial and we are proud to work with our clients on efforts to reduce emissions, create well-paying green jobs, and address environmental and social justice concerns. To track and measure our impact, our renewable energy business employs Envision — a sustainability framework that provides a consensus-based structure for assessing sustainability, resiliency, and equity in civil infrastructure. We currently have three Envision certified employees working with several clients towards Envision accreditation on their projects. Examples of practices we employ onsite include:

- Creating stormwater prevention plans to avoid waterway pollution
- Protecting local biomes through revegetation using native seed mixes
- Recycling or reusing construction waste and mulching appropriate material to provide natural erosion, dust, and water control
- Utilizing existing grid infrastructure, solar-powered lights, and LEDs on our project trailers
- Implementing our industry-leading safety program
- Building relationships with local first responders and leaders to minimize impacts and best serve our communities

By employing the Envision framework we are contributing to the development of infrastructure that is sustainable, resilient, and equitable for all.

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, 2022

OR

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

For the transition period from to

Commission file number: 001-34145

Primoris Services Corporation
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	**20-4743916** (I.R.S. Employer Identification No.)
2300 N. Field Street, Suite 1900 **Dallas, Texas** (Address of principal executive offices)	**75201** (Zip Code)

(214) 740-5600
(Registrant's telephone number, including area code)

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

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common Stock, $0.0001 par value	PRIM	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 every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

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

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

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

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

The aggregate market value of the voting common equity held by non-affiliates of the registrant was approximately $1,157.8 million based upon the closing price of such common equity as of June 30, 2022 (the last business day of the Registrant's most recently completed second fiscal quarter). 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.

On February 21, 2023 there were 53,135,487 shares of common stock, par value $0.0001, outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

The following documents are incorporated by reference into this Annual Report on Form 10-K: Portions of the registrant's definitive Proxy Statement for its 2023 Annual Meeting of Stockholders are incorporated by reference into Part III of this Annual Report on Form 10-K.

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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, growth opportunities, the effects of regulation and the economy, generally. Forward-looking statements include all statements that are not historical facts and usually can be identified by terms such as "anticipates," "believes," "could," "estimates," "expects," "intends," "may," "plans," "potential," "predicts," "projects," "should," "will," "would" or similar expressions.

Forward-looking statements 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 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. Actual results may differ materially as a result of a number of factors, including, among other things, customer timing, project duration, weather, and general economic conditions; changes in our mix of customers, projects, contracts and business; regional or national and/or general economic conditions and demand for our services; price, volatility, and expectations of future prices of oil, natural gas, and natural gas liquids; variations and changes in the margins of projects performed during any particular quarter; increases in the costs to perform services caused by changing conditions; the termination, or expiration of existing agreements or contracts; the budgetary spending patterns of customers; inflation and other increases in construction costs that we may be unable to pass through to our customers; cost or schedule overruns on fixed-price contracts; availability of qualified labor for specific projects; changes in bonding requirements and bonding availability for existing and new agreements; the need and availability of letters of credit; increases in interest rates and slowing economic growth or recession; costs we incur to support growth, whether organic or through acquisitions; the timing and volume of work under contract; losses experienced in our operations; the results of the review of prior period accounting on certain projects and the impact of adjustments to accounting estimates; developments in governmental investigations and/or inquiries; intense competition in the industries in which we operate; failure to obtain favorable results in existing or future litigation or regulatory proceedings, dispute resolution proceedings or claims, including claims for additional costs; failure of our partners, suppliers or subcontractors to perform their obligations; cyber-security breaches; failure to maintain safe worksites; risks or uncertainties associated with events outside of our control, including severe weather conditions, public health crises and pandemics, political crises or other catastrophic events; client delays or defaults in making payments; the cost and availability of credit and restrictions imposed by credit facilities; failure to implement strategic and operational initiatives; risks or uncertainties associated with acquisitions, dispositions and investments; possible information technology interruptions or inability to protect intellectual property; the Company's failure, or the failure of our agents or partners, to comply with laws; the Company's ability to secure appropriate insurance; new or changing legal requirements, including those relating to environmental, health and safety matters; the loss of one or a few clients that account for a significant portion of the Company's revenues; asset impairments; and risks arising from the inability to successfully integrate acquired businesses. We discuss many of these risks in detail in Part I, Item 1A "Risk Factors." You should read this Annual Report on Form 10-K completely and with the understanding that our actual future results may be materially different from what we expect.

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

PART I

ITEM 1. BUSINESS

Business Overview

Primoris Services Corporation ("Primoris", the "Company", "we", "us", or "our") is one of the leading providers of specialty contracting services operating mainly in the United States and Canada. We provide a wide range of specialty construction services, maintenance, replacement, fabrication, and engineering services to a diversified base of customers through our three segments: Utilities, Energy/Renewables and Pipeline Services ("Pipeline"). The structure of our reportable segments is generally focused on broad end-user markets for our services.

We have longstanding customer relationships with utility, refining, petrochemical, power, renewable energy, communications, midstream, and engineering companies, and state departments of transportation. We provide our services to a diversified base of customers, under a range of contracting options. A portion of our services are provided under Master Service Agreements ("MSA"), which are generally multi-year agreements. The remainder of our services are generated from contracts for specific construction or installation projects.

Reportable Segments

The following is an overview of the types of services provided by each of our reportable segments:

The Utilities segment operates throughout the United States and specializes in a range of services, including the installation and maintenance of new and existing natural gas and electric utility distribution and transmission systems, and communications systems.

The Energy/Renewables segment operates throughout the United States and Canada and specializes in a range of services that include engineering, procurement, construction, retrofits, highway and bridge construction, demolition, site work, soil stabilization, excavation, flood control, upgrades, repairs, outages, and maintenance services for entities in renewable energy, including utility and distributed generation scale solar facilities, and energy storage, renewable fuels, and petroleum and petrochemical industries, as well as state departments of transportation.

The Pipeline segment operates throughout the United States and specializes in a range of services, including pipeline construction and maintenance, carbon capture and storage services, pipeline facility and integrity services, installation of compressor and pump stations, and metering facilities for entities in the petroleum and petrochemical industries, as well as gas, water, and sewer utilities.

Acquisitions

See Note 4 — "*Business Combinations*" of the Notes to Consolidated Financial Statements included in Item 8 of this Annual Report on Form 10-K for additional detail.

PLH Group, Inc. On August 1, 2022, we acquired PLH Group, Inc. ("PLH") in an all-cash transaction valued at approximately $438.3 million, net of cash acquired (the "PLH acquisition"). PLH is a utility-focused specialty construction company with concentrations in growing regions of the United States. The transaction directly aligns with our strategic focus on higher-growth, higher margin markets and expands our capabilities in the power delivery, communications, and gas utilities markets.

B Comm, LLC. On June 8, 2022, we acquired B Comm, LLC ("B Comm") in an all-cash transaction for approximately $36.0 million, net of cash acquired. B Comm is a provider of maintenance, repair, upgrade and installation services to the communications markets. The transaction directly aligns with the strategy to grow our MSA revenue base and expand our communication services within the utility markets.

Future Infrastructure Holdings, LLC. On January 15, 2021, we acquired Future Infrastructure Holdings, LLC ("FIH") in an all-cash transaction valued at approximately $604.7 million, net of cash acquired. FIH is a provider of non-discretionary maintenance, repair, upgrade, and installation services to the communications, regulated gas utility, and infrastructure markets. FIH furthers our strategic plan to expand our service lines, enter new markets, and grow our MSA revenue base. The transaction directly aligns with our strategy to grow in large, higher growth, higher margin markets, and expands our utility services capabilities.

Other acquisitions. In addition to these acquisitions, we have acquired other businesses as we continue to seek opportunities to deepen our market presence, broaden our geographic reach, and expand our service offerings. We continue to evaluate potential acquisition candidates, especially those with strong management teams and growing end markets such as renewable energy, gas and electric utilities, and communications.

Strategy

Our strategy has remained consistent from year to year and continues to emphasize the following key elements:

- *Growth Through Controlled Expansion.* We continue to grow our Company by expanding our scope of services, leveraging our existing customer base to expand into new geographic markets, and adding new customers. In addition, we continue to evaluate acquisitions that offer growth opportunities and the ability to leverage our resources as a leading service provider to the energy, power, utility and communications industries. Our strategy also focuses on higher growth end markets such as renewable energy, utilities and communications.

- *Emphasis on MSA Revenue Growth and Retention of Existing Customers.* In order to fully leverage our relationships with our existing customer base, we believe it is important to maintain strong customer relationships in order to drive more revenue from them. We are also focused on expanding our base of services provided under MSAs, which are generally multi-year agreements that provide visible, recurring revenue.

- *Ownership or Long-Term Leasing 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 or long-term leasing of a large and varied construction fleet and our maintenance facilities enhances our access to reliable equipment at a favorable cost.

- *Stable Work Force.* Our business model emphasizes self-performance of a significant portion of our work. In each of our segments, we maintain a stable work force of skilled, experienced craft professionals, many of whom are cross-trained on projects such as pipeline and facility construction, refinery maintenance, gas and electrical distribution, and piping systems.

- *Selective Bidding.* We selectively bid 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 continue to be competitive.

- *Maintain a strong balance sheet and a conservative capital structure.* We have maintained a capital structure that provides access to debt financing as needed while relying on strong operating cash flows to provide the primary support for our operations. We believe this structure provides our customers, our lenders, and our bonding companies assurance of our financial capabilities. We maintain a revolving credit facility to provide letter of credit capability and, if needed, to augment our liquidity needs.

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, which is incorporated herein by reference.

Customers

We have longstanding customer relationships with utility, refining, petrochemical, communications, midstream, downstream, and engineering companies, as well as independent power producers and transportation agencies across our core markets. We have completed major underground and industrial projects for large natural gas transmission and petrochemical companies in the United States, major electrical and gas projects for large utility companies in the United States, as well as significant projects for our engineering customers. 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 revenue in any given year.

We enter into a large number of contracts each year, and the projects can vary in length from daily work orders to as long as 36 months, and occasionally longer, for completion on larger projects. We often provide services under long term Master Services Agreements (MSAs), which are generally multi-year agreements for specific types of work. Work performed under these contracts is typically generated through project specific work orders, ranging from repairs and new installations, to maintenance and upgrade services. These MSAs have various terms, depending on the nature of the services provided, and our customers are generally not contractually obligated to purchase an amount of services from us under the MSAs, although we do have MSAs that include minimum spend requirements, or targeted spend amounts. For the years ended December 31, 2022, 2021 and 2020, revenue derived from projects performed under MSAs was 45.8%, 45.9%, and 39.0%, respectively.

Our customers have included the Texas Department of Transportation and Louisiana Department of Transportation and Development in the Southern United States as well as many of the leading energy and utility companies in the United States, including, among others, Enterprise Pipeline, Xcel Energy, Pacific Gas & Electric, Southern California Gas, Oncor Electric, Duke Energy, Sempra Energy, Williams, NRG, Chevron, Kinder Morgan, Dominion, Valero, Enel Green Power North America, ExxonMobil and Phillips 66.

Our top ten customers vary from year to year due to the nature of our business. A large construction project for a customer may result in significant revenue in one year, with significantly less revenue in subsequent years after project completion. For the years ended December 31, 2022, 2021 and 2020, 46.1%, 42.9% and 47.0%, respectively, of total revenue was generated from our top ten customers in each year. In each of the years, a different group of customers comprised the top ten customers by revenue.

Management at each of our business units is responsible for developing and maintaining successful long-term relationships with customers. Our segment and business unit management teams work with our business development group to foster existing customer relationships and better understand their needs in order to secure additional projects and increase revenue from our current customer base. Segment and business unit managers are also responsible for working with our business development group in 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 long-term MSAs. However, we realize that future opportunities also require cost effective bids, as pricing is a key element for most construction projects and service agreements.

Seasonality, cyclicality and variability

Our results of operations are subject to quarterly variations. Some of the variation is the result of weather, particularly rain, ice, snow, and named storms, which can impact our ability to perform construction and specialty services. These seasonal impacts can affect revenue and profitability in all of our businesses. Any quarter can be affected either negatively, or positively by atypical weather patterns in any part of the country. In addition, demand for new projects in our Utilities segment tends to be lower during the early part of the calendar year due to clients' internal budget cycles. As a result, we usually experience higher revenue and earnings in the second, third and fourth quarters of the year as compared to the first quarter.

Our project values range in size from several hundred dollars to several hundred million dollars. The bulk of our work is comprised of project sizes that average less than \$3.0 million. We also perform construction projects which tend not to be seasonal but can fluctuate from year to year based on customer timing, project duration, weather, and general economic conditions. Our business may be affected by declines, or delays in new projects, or by client project schedules. Because of the cyclical and seasonal nature of our business, the financial results for any period may fluctuate from prior periods, and our financial condition and operating results may vary from quarter to quarter. Results from one quarter may not be indicative of financial condition, or operating results for any other quarter, or for an entire year.

Competition

We face competition on large construction projects from both regional and national contractors, including competition from larger companies that have financial and other resources in excess of those available to us. 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 unit faces varied competition depending on the types of projects, project locations, and services offered.

We compete with different companies in different end markets. For example, competitors in our utilities markets include Quanta Services, Inc. and MasTec, Inc.; competitors in our industrial markets include PCL, Cajun Construction, and Boh Brothers; competitors in the renewables market include Blattner Energy and Mortenson; and competitors in our highway services markets include Sterling Construction Company and Zachry Construction Company. In each market we may also compete with local, private companies.

We believe that the primary factors influencing competition in our industry are price, reputation for quality, safety, schedule certainty, relevant experience, availability of field supervision and skilled labor, machinery and equipment, financial strength, as well as knowledge of local markets and conditions. We believe that we have the ability to compete favorably in all of these factors.

Contract Provisions and Subcontracting

We typically structure contracts as unit-price, time and material, fixed-price or cost reimbursable plus fixed fee. A portion of our revenue is derived from MSAs, which provide a menu of available services that are utilized on an as-needed basis and are typically priced using a unit-price or on a time and material basis. The remainder of our services are generated from contracts for specific construction or installation projects, which are subject to multiple pricing options, including unit-price, time and material, fixed-price, or cost reimbursable plus fixed fee. Under a fixed-price contract, we provide labor, equipment and services required by a project for a competitively bid or negotiated fixed price. Under a unit-price contract, we are committed to providing materials or services required by a project at a fixed price per unit of work. While the unit-price contract shifts the risk of estimating the quantity of units required for a particular project to the customer, 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. Significant materials required under a fixed-price or unit-price contract, such as pipe, turbines, boilers and vessels, are typically supplied by the customer.

Substantially all of our gas and electric distribution services are provided pursuant to renewable MSAs on a "unit-price" basis. Fees on unit-price contracts are negotiated and earned based on units completed. Historically, substantially all of the gas and electric distribution customers have renewed their MSAs with us. Facility maintenance services, such as regularly scheduled and emergency repair work, are provided on an ongoing basis at predetermined rates, or on a time and material basis.

Construction contracts are primarily obtained through competitive bidding or through negotiations with customers. We are typically invited to bid on projects undertaken by 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, competitiveness, 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 bidders, our current and projected workload, the likelihood of additional work, our history with the client, contract terms, and the project's cost and profitability estimates. We use sophisticated 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's cost and schedule performance. Project costs are accumulated and monitored regularly against billings and payments to ensure proper tracking of cash flow on the project.

Most contracts provide for termination of the contract at the convenience of the owner or contractor. The terms associated with termination for convenience typically cover the reimbursement of all of our costs through a specific date, as well as all reasonable costs associated with demobilizing from the jobsite. In addition, contracts may be subject to certain completion schedule requirements which may include liquidated damages in the event schedules are not met.

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 execution of the entire contract scope of work, including subcontract work. Thus, we are potentially subject to increased costs and reputational risks associated with the failure of one or more of our subcontractors to perform their respective scope as defined in the contract. While we subcontract specialized activities such as blasting, hazardous waste removal and selected electrical/instrumentation work, we self-perform most of the work on our projects with our own resources, including field supervision, labor, and equipment.

Risk Management, Insurance and Bonding

We maintain a comprehensive schedule of insurance policies covering a broad range of exposures arising from our construction and general business operations. All of our policies have been procured with limits and deductibles or self-insured retention amounts of up to $500,000 per occurrence. We believe that our insurance program is more than adequate to protect us from all casualty and other types of insurance losses.

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 and/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 to support our business.

Regulation and Environmental Requirements

Our operations are subject to compliance with regulatory requirements of federal, state, and municipal agencies and authorities, and international laws and regulations including with respect to:

- Licensing, permitting and inspection requirements;
- Worker safety, including regulations established by the Occupational Safety and Health Administration;
- Permitting and inspection requirements applicable to construction projects;
- Wage and hour regulations and regulations associated with our collective bargaining agreements and unionized workforce;
- Transportation of equipment and materials, including licensing and permitting requirements, as well as aviation activities;
- Building and electrical codes;
- Applicable U.S. and non-U.S. anti-corruption regulations;
- Contractor licensing requirements;
- Immigration regulations applicable to the U.S. and cross-border employment;
- Labor relations and affirmative action;
- Special bidding, procurement and other requirements on government projects; and
- Protection of the environment, including regulations established by the Environmental Protection Agency, state agencies and other foreign environmental regulators.

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

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 have a substantial investment in construction equipment that utilizes diesel fuel, which could be negatively impacted by regulations related to greenhouse gas emissions from such sources.

We also are subject to laws and regulations that impose liability and cleanup responsibility for releases of hazardous substances into the environment. Under some of these laws and regulations, liability can be imposed for cleanup of previously owned or leased 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 affect our ability to sell, lease or use our properties as collateral for financing.

We continually evaluate whether we must take additional steps at our locations to ensure compliance with environmental laws. While compliance with applicable regulatory requirements has not materially adversely affected our operations in the past, there can be no assurance these requirements will not change, and compliance will not adversely affect our operations in the future. In addition, tighter regulation for the protection of the environment and other factors may make it more difficult to obtain new permits and renewal of existing permits may be subject to more restrictive conditions than currently exist.

Climate Change-Related Impacts

Our management considers climate-related risks and opportunities in connection with its long-term strategic planning and enterprise risk management process. While the overall impact on our operations continues to evolve, various aspects of climate change, as well as market and societal concerns about the future impact of climate change, have resulted and are expected to continue to result in operational opportunities and challenges. These opportunities and challenges arise from the physical risks associated with changes in climate, as well as technological advances, market developments and additional regulatory and compliance costs.

Our operating results can be significantly influenced by the climates in which we operate as well as severe weather events. Changes in climate could result in more accommodating weather patterns for greater periods of time in certain areas, which may enable us to increase our productivity in those areas. Physical risks associated with climate change have also increased hazards associated with certain of our operations, which in turn has increased the potential for liability and increased the costs associated with such operations. Additionally, new legislation or regulation related to climate change could increase our costs. However, due to climate change risks some utility customers are transitioning toward more sustainable sources of power generation, such as renewables, which can provide additional opportunities for our Energy/Renewables segment. For additional information regarding the risks and opportunities described above, see Risks Related to Operating Our Business in Item 1A. "*Risk Factors*" of this Annual Report on Form 10-K.

Human Capital Management

Employee Profile. We believe that our employees are vital to successfully completing our projects. Our ability to maintain sufficient, continuous work for hourly employees helps us to maintain a stable, loyal workforce with an understanding of our policies and culture, which contributes to our strong performance, safety and quality record. Our talent acquisition team uses internal and external resources to recruit highly skilled and talented workers, and we encourage employee referrals for open positions. In addition, we have partnerships with technical schools where we recruit and hire craft employees.

Several of our subsidiaries have operations that are unionized through the negotiation and execution of collective bargaining agreements. As of December 31, 2022, approximately 23.8% of our hourly employees, primarily consisting of field laborers, were covered by 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.

As of December 31, 2022, we employed 2,509 salaried employees and 10,293 hourly employees. The total number of hourly personnel employed is subject to the volume of specialty services and construction work in progress.

Diversity and Inclusion. We employ a dynamic mix of people to create the strongest company possible. Our policy forbids discrimination in employment on the basis of age, culture, gender, national origin, sexual orientation, physical appearance, race or religion. We are an inclusive, diverse company with people of all backgrounds, experiences, cultures, styles and talents. We have a Diversity and Inclusion committee whose goal is to identify and advance efforts that aim to create and foster a workplace that is reflective of, and contributes to, the diverse communities in which we do business. The committee promotes awareness of diversity and inclusion issues in support of company-wide efforts to build a more inclusive and diverse workplace.

Professional and Career Development. We strive to develop and sustain a skilled labor advantage by providing thorough on-and off-site training programs, project management training, and leadership development programs. We have company-owned training facilities that support continuous skills training, including several locations where we train electric apprentices to become journeymen. We offer multiple levels of leadership programs designed to meet the needs of our employees and support the development of best-in-class talent. Our four cornerstone programs are Foreman Foundations, Extreme Ownership, Hunt for Leadership Success, and The Leadership Experience. From Foreman Foundations where employees learn the fundamentals of transitioning from a crew member to a crew leader all the way through The Leadership Experience where emerging leaders explore values-based leadership and sharpen their strategic leadership skills, our Learning and Development programs are designed to support Primoris' vision, mission, and values and promote the growth of our greatest assets, our employees.

Safety, Health and Wellness. We are committed to the health, safety and wellness of our employees, and we pride ourselves on above average workplace safety. We track and maintain several key safety metrics, which senior management reviews monthly, and we evaluate management on their ability to provide safe working conditions on job sites and to create a strong safety culture. Lost Time Injury Rate ("LTIR") tracks the rate of injuries in the workplace which results in the employee having to take a minimum of one full working day away from work. For the year ended December 31, 2022 our LTIR rate was 0.1 compared to an industry average of 1.1 per the U.S. Bureau of Labor construction industry statistics. Total Recordable Incident Rate ("TRIR") tracks the total number of workplace safety incidents, whether leading to time away from work or not. TRIR is reported as the number of workplace safety incidents per 100 full-time workers during a one-year period. For the year ended December 31, 2022 our TRIR rate was 0.5 compared to an industry average of 2.5 per the U.S. Bureau of Labor construction industry statistics.

Compensation and Benefits. As part of our compensation philosophy, we believe that we must offer and maintain market competitive total rewards programs for our employees in order to attract and retain superior talent. Our compensation programs are generally designed to align employee compensation with market practices and our performance. With respect to our executive officers, business unit management, and other senior leadership, compensation programs consist of both fixed and variable components. The fixed portion is generally set at market levels, with variable compensation designed to reward employees based on company and individual performance. In connection with these compensation programs, we grant stock-based compensation to management and key personnel at the business unit levels, which we believe helps to align incentives throughout our organization. We also enter into employment agreements with our executive officers and certain other key personnel. For additional information regarding our executive compensation, please see the information required in Item 11 "Executive Compensation," which will be incorporated by reference from our definitive proxy statement related to our 2023 Annual Meeting of Stockholders.

We also provide additional benefits to our employees, including a Company matched 401(k) Plan, healthcare and insurance benefits, health savings and flexible spending accounts, paid time off, family leave, flexible work schedules, and employee assistance programs.

Code of Conduct. All of our employees are subject to our Code of Conduct, which includes guidance and requirements concerning, among other things, general business ethics, including policies concerning the environment, conflicts of interest, anti-corruption, harassment and discrimination, data security and privacy, and insider trading, and Anti-Bribery & Corruption Policy, which includes guidance and requirements concerning, among other things, interactions with government officials; provision of gifts, entertainment and hospitality; and charitable and political contributions

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 "Investors" 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, the charters of our Audit Committee, Compensation Committee, Nominating and Corporate Governance Committee, and Strategy and Risk Committee are posted on our website under the "Investors/Governance" tab. Also posted on our website under the "Investors/Governance" tab are our Code of Conduct and charters for our Environmental, Social and Governance Committee, Enterprise Risk Management Committee, and Diversity and Inclusion Committee along with our Human Rights and Corporate Environmental policies. We intend to disclose on our website any amendments or waivers to our Code of Conduct.

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 Corporation, Inc., Attn: Corporate Secretary, 2300 N. Field Street, Suite 1900, 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 on Form 10-K.

ITEM 1A. RISK FACTORS

Our business is subject to a variety of risks and uncertainties, many of which are described below. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial also may have a material adverse effect on our business in the future. This Annual Report on Form 10-K includes projections, assumptions and beliefs that are intended to be "forward looking statements" and should be read in conjunction with the discussion of *"Forward Looking Statements"* at the beginning of this Annual Report on Form 10-K.

The following risk factors could have a material adverse effect on our business, the results of our operations, our financial condition, our cash flow and the price of our shares. These risk factors could prevent us from meeting our goals or expectations.

Risks Related Primarily to Operating our Business

Our financial and operating results may vary significantly from quarter-to-quarter and year-to-year.

Our business is subject to seasonal and annual fluctuations. Some of the quarterly variation is the result of weather, particularly rain, ice, snow, and named storms, which create difficult operating conditions. Similarly, demand for routine repair and maintenance services for gas utilities is lower during their peak customer needs in the winter, and demand for routine repair and maintenance services for electric utilities is lower during their peak customer needs in the summer. Some of the annual variation is the result of construction projects which fluctuate based on customer timing, project duration, weather, and general economic conditions. Annual and quarterly results may also be adversely affected by:

- Changes in our mix of customers, projects, contracts and business;
- Regional or national and/or general economic conditions and demand for our services;
- Variations and changes in the margins of projects performed during any particular quarter;
- Increases in the costs to perform services caused by changing conditions;
- The termination, or expiration 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;
- 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;
- The need and availability of letters of credit;
- Costs we incur to support growth, whether organic or through acquisitions;
- The timing and volume of work under contract; and
- Losses experienced in our operations.

As a result, our operating results in any particular quarter may not be indicative of the operating results expected for any other quarter, or for an entire year.

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

A substantial portion of our revenue and profit is generated from construction projects, the awarding of which we do not directly control. The engineering and construction industry historically has experienced cyclical fluctuations in financial results due to economic recessions, downturns in business cycles of our customers, material shortages, price increases by subcontractors, interest rate fluctuations and other economic factors beyond our control. When the general level of economic activity deteriorates, our customers may delay, or cancel upgrades, expansions, and/or maintenance and repairs to their systems. Many factors, including the financial condition of the industry, could adversely affect our customers and their willingness to fund capital expenditures in the future.

Economic, regulatory and market conditions affecting our specific end markets may adversely impact the demand for our services, resulting in the delay, reduction or cancellation of certain projects and these conditions may continue to adversely affect us in the future. For example, much of the work that we perform in the highway markets involves funding by federal, state and local governments. This funding is subject to fluctuation based on the budgets and operating priorities of the various government agencies.

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.

Many of our customers are regulated by federal and state government agencies and the addition of new regulations or changes to existing regulations may adversely impact demand for our services and the profitability of those services.

Many of our energy customers are regulated by the Federal Energy Regulatory Commission ("FERC"), and our utility customers are regulated by state public utility commissions. These agencies could change the way in which they interpret current regulations and may impose additional regulations. These changes could have an adverse effect on our customers and the profitability of the services they provide, which could reduce demand for our services or delay our ability to complete projects. Additionally, our failure to comply with applicable regulations could result in substantial fines or revocation of our operating licenses, as well as give rise to termination or cancellation rights under our contracts or disqualify us from future bidding opportunities.

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

Specific government decisions could affect demand for our construction services. For example, limitations on the use of "fracking" technology, creation of significant regulatory issues for the construction of underground pipelines and permitting and licensing requirements have reduced our underground work.

Conversely, government regulations may increase the demand for our pipeline services. The anticipation by utilities that coal-fueled power plants may become uneconomical to operate because of potential environmental regulations or low natural gas prices could increase demand for gas pipeline construction for utility customers.

Our business may be materially adversely impacted by regional, national and/or global requirements related to climate change and the impact of 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 subject to changing legal requirements. International agreements, federal laws, state laws and various regulatory schemes to limit or otherwise regulate emissions of greenhouse gases, and additional restrictions are under consideration by different governmental entities. We derive a small portion of our revenue and contract profit 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 emit greenhouse gases as part of the process to generate electricity or other products. Compliance with 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.

The establishment of additional rules limiting greenhouse gas emissions could also impact our ability to perform construction services, or to perform these services with current levels of profitability. New regulations may require us to acquire different equipment or change processes. The new equipment may not be available, or it may not be purchased or rented in a cost-effective manner. Project deferrals, delays or cancellations resulting from the potential regulations could adversely impact our business.

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. 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 job sites or properties. We believe that we are in substantial compliance with our environmental obligations.

While the potential impact of climate-related changes, including legislative and regulatory responses thereto, on our operations is uncertain, management considers climate-related risks and opportunities in connection with its long-term strategic planning and short-term deployment of resources. Climate change may result in, among other things, changes in rainfall patterns, storm patterns and intensities and temperature levels. Our operating results are significantly influenced by weather, and major 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 operating results.

Concerns about the impact of climate change have resulted, and are expected to continue to result, in technological advancements and market developments that impact our business. For example, utility customers are transitioning toward more sustainable sources of power generation, such as renewables, which can provide additional opportunities for our Energy/Renewables segment. Additionally, increased electrification of new technologies may lead to continued and additional demand for new and expanded electric power infrastructure and reengineering of existing electric power infrastructure. However, concerns about climate change could also result in potential new regulations, regulatory actions or requirements to fund energy efficiency activities, as well as decreased demand for refined products, which in turn could negatively impact our customers and demand for certain of our pipeline, underground utility and infrastructure services.

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, or climate conditions, or by regulatory changes relating to climate change, which could in turn reduce demand for our services.

Our results could be adversely affected by natural disasters, public health crises, political crises, or other catastrophic events.

Natural disasters, such as hurricanes, tornadoes, floods, earthquakes, and other adverse weather and climate conditions; public health crises, such as pandemics and epidemics; political crises, such as terrorist attacks, war, labor unrest, and other political instability; or other catastrophic events could disrupt our operations, or the operations of one or more of our vendors or customers, and could adversely affect our financial results. In particular, these types of events could impact our product supply chain from or to the impacted region and could cause our customers to delay or cancel projects, which could impact our ability to operate. In addition, these types of events could lead to general inefficiencies from having to start and stop work, re-sequencing work or modifying our customary work practices.

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 dependent on the existence of renewable portfolio standards and other state incentives and requirements. Renewable portfolio standards are state-specific statutory provisions requiring or encouraging 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. Elimination of, or changes to, existing renewable portfolio standards, tax credits or similar environmental policies may negatively affect future demand for our services.

We may lose business to competitors through the competitive bidding processes.

We are engaged in highly competitive businesses in which most customer contracts are awarded through bidding processes based on price and the acceptance of certain risks, along with other factors. We compete with other general and specialty contractors, both regional and national, as well as small local contractors. The strong competition in our markets requires maintaining skilled personnel and investing in technology, and 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 business.

We may be unsuccessful at generating internal growth which may affect our ability to expand our operations or grow our business.

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;
- Secure appropriate levels of construction equipment;
- Successfully bid for new projects; and
- Adapt the range of services we offer to address our customers' evolving construction needs.

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

Many of the factors affecting our ability to generate internal growth may be beyond our control, and we cannot be certain that our strategies will be successful or that we will be able to generate cash flow sufficient to fund our operations and to support internal growth. If we are unsuccessful, we may not be able to achieve internal growth, expand our operations or grow our business.

The timing of new contracts may result in unpredictable fluctuations in our business.

Substantial portions of our revenue 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 2022, 2021 and 2020 was approximately 26.3%, 31.2%, and 51.7%, 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 revenue. Finally, the winding down or completion of work on significant projects will reduce our revenue and earnings if these projects have not been replaced.

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

Our customer base is reasonably concentrated, with our top ten customers accounting for approximately 46.1% of our revenue in 2022, 42.9% of our revenue in 2021 and 47.0% of our revenue in 2020. However, the customers included in our top ten customer list generally vary from year to year. Our revenue is dependent both on performance of larger construction projects and relatively smaller projects under MSAs. For the large construction projects, the completion of the project does not necessarily represent the permanent loss of a customer; however, the future revenue generated from work for that customer may fluctuate significantly.

We also generate ongoing revenue from our MSA customers, which are generally comprised of regulated gas and electric utilities. If we were to lose one of these customers, our revenue could significantly decline. Reduced demand for our services by larger construction customers or a loss of a significant MSA customer could have an adverse effect on our business.

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 2022, 2021 and 2020, revenue attributable to our services outside of the United States, principally in Canada, was 6.7%, 4.5% and 3.5% of our total revenue, respectively. There are risks inherent in doing business internationally, including:

- Imposition of governmental controls and changes in laws, regulations, policies, practices, tariffs and taxes;
- Political and economic instability;
- Changes in United States and other national government trade policies affecting the market for our services;
- Potential non-compliance with a wide variety of laws and regulations, including the United States Foreign Corrupt Practices Act ("FCPA") and similar non-United States laws and regulations;
- Currency exchange rate fluctuations, devaluations and other conversion restrictions;
- Restrictions on or fees or taxes associated with repatriating foreign profit 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 and business. In addition, detecting, investigating and resolving actual or alleged FCPA violations is expensive and could consume significant time and attention of our senior management.

Backlog may not be realized or may not result in revenue or profit.

Backlog is measured and defined differently by companies within our industry. We refer to "backlog" as our anticipated revenue from the uncompleted portions of existing contracts where scope is adequately defined, and therefore we can reasonably estimate total contract value, and the estimated revenue on MSA work for the next four quarters. Backlog is not a comprehensive indicator of future 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 that we actually receive from contracts in backlog. In the event of a project cancellation, we are typically reimbursed for all of our costs through a specific date, as well as all reasonable costs associated with demobilizing from the jobsite, but we typically have no contractual right to the total revenue reflected in our backlog. Projects may remain in backlog for extended periods of time. While backlog includes estimated MSA revenue, customers are not contractually obligated to purchase a certain amount of services under the MSA.

Given these factors, 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 business.

While backlog may not be indicative of the revenue we expect to earn the following fiscal year, it is a potential indicator of future revenue; however, recognition of revenue from backlog does not necessarily ensure that the projects will be profitable. Poor project execution could impact profit from contracts included in backlog. For projects for which a loss is expected, future revenue will be recorded with no margin, which may reduce the overall margin percentage for work performed.

Our actual cost may be greater than expected in performing our contracts causing us to realize significantly lower profit or losses on our projects.

We currently generate, and expect to continue to generate, a substantial portion of our revenue from fixed price and unit price 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 profit 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;
- Project modifications not reimbursed by the client 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, and;
- Delays caused by weather conditions.

As projects grow in size and complexity, multiple factors may contribute to reduced profit or losses, and depending on the size of the particular project, variations from the estimated contract costs could have a material adverse effect on our business.

Weather can significantly affect our revenue and profitability.

Our ability to perform work and meet customer schedules can be affected by weather conditions such as snow, ice, rain, and named storms. Weather may affect our ability to work efficiently and can cause project delays and additional costs. Our ability to negotiate change orders for the impact of weather on a project could impact our profitability. In addition, the impact of weather can cause significant variability in our quarterly revenue and profitability.

We require subcontractors and suppliers to assist us in providing certain services, and we may be unable to retain the necessary subcontractors or obtain supplies to complete certain projects which could adversely affect our business.

We use subcontractors to perform portions of our contracts and to manage workflow. While we are not dependent on any single subcontractor, general market conditions may limit the availability of subcontractors to perform portions of our contracts causing delays and increasing our costs.

Although significant materials are often supplied by the customer, we use suppliers to provide some materials and equipment used for projects. If a supplier fails to provide supplies and equipment at the estimated price, fails to provide adequate amounts of supplies and equipment, fails to provide supplies or equipment that meet the project requirements, or fails to provide supplies when scheduled, we may be required to source the supplies or equipment at a higher price or may be required to delay performance of the project. The additional cost or project delays could negatively impact project profitability.

Failure of a subcontractor or supplier to comply with laws, rules or regulations could negatively affect our reputation and our business.

We periodically enter into joint ventures which require satisfactory performance by our venture partners of their obligations. The failure of our joint venture partners to perform their joint venture obligations could impose additional financial and performance obligations on us that could result in reduced profit or losses for us with respect to the joint venture.

We periodically enter into various joint ventures and teaming arrangements where control may be shared with unaffiliated third parties. At times, we also participate in joint ventures where we are not a controlling party. In such instances, we may have limited control over joint venture decisions and actions, including internal controls and financial reporting which may have an impact on our business. If our joint venture partners fail to satisfactorily perform their joint venture obligations, the joint venture may be unable to adequately perform or deliver its contracted services. Under these circumstances, we may be required to make additional investments or provide additional services to ensure the adequate performance and delivery of the contracted services. These additional obligations could result in reduced profit and may impact our reputation in the industry.

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

We use subcontractors and material suppliers for portions of certain work, and our customers pay us for those related services. If we pay our suppliers and subcontractors for materials purchased and work performed for customers who fail to pay us, or such customers delay paying us for the related work or materials, we could experience a material adverse effect on our business. In addition, if customers fail to pay us for work we perform, we could experience a material adverse effect on our business.

Our inability to recover on contract modifications against project owners for payment or performance could negatively affect our business.

We periodically present contract modifications to our clients for changes in contract specifications or requirements. We consider unapproved change orders to be contract modifications for which customers have not agreed to both scope and price. We consider claims to be contract modifications for which 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. Claims can also be caused by non-customer-caused changes, such as rain or other weather delays. In some cases, settlement of contract modifications may not occur until after completion of work under the contract. A failure to promptly document and negotiate a recovery for contract modifications could have a negative impact on our cash flows, and an overall ability to recover contract modifications could have a negative impact on our financial condition, results of operations and cash flows.

For some projects we may guarantee a timely completion or provide a performance guarantee which could result in additional costs, such as liquidated damages, to cover our obligations.

In our fixed-price and unit-price contracts we may provide a project completion date, and in some of our projects we may commit that the project will achieve specific performance standards. Failure to complete the project as scheduled or at the contracted performance standards could result in additional costs or penalties, including liquidated damages, and such amounts could exceed expected project profit.

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.

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

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

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.

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 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, to complete acquisitions, and to otherwise execute our business plans.

We may be unable to win some new contracts if we cannot provide clients with letters of credit.

For many of our clients surety bonds provide an adequate form of security, but for some clients security in the form of a letter of credit may be required. While we have capacity for letters of credit under our credit facility, the amount required by a client may be in excess of our credit limit. Any such amount would be issued at the sole discretion of our lenders. Failure to provide a letter of credit when required by a client may result in our inability to compete for, win, or retain a project.

During the ordinary course of our business, we may become subject to material lawsuits or indemnity claims.

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, cyber-security and related incidents, 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 on which we work, 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 from the business. Payments of significant amounts, even if reserved, could adversely affect our reputation, our cash flows, and our business.

We are self-insured up to certain limits.

Although we maintain insurance policies with respect to employer's liability, general liability, auto and workers compensation claims, those policies are subject to deductibles or self-insured retention amounts of $500,000 per occurrence. In addition, for our employees not part of a collective bargaining agreement, we provide employee health care benefit plans. Our primary health insurance plan is subject to a deductible of $425,000 per individual claim 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, with assistance from third-party actuaries. 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.

We renew our insurance policies on an annual basis, and therefore deductibles and levels of insurance coverage may change in future periods. In addition, insurers may cancel our coverage or determine to exclude certain items from coverage, or we may elect not to obtain certain types or incremental levels of insurance based on the potential benefits considered relative to the cost of such insurance, or coverage may not be available at reasonable and competitive rates. In any such event, our overall risk exposure would increase, which could negatively affect our results of operations, financial condition and cash flows.

Our business is labor intensive. If we are unable to attract and retain qualified managers and skilled employees, our operating costs may increase.

Our business is labor intensive and 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, electric utilities, heavy civil and industrial facilities, as well as providing engineering services. The supply of experienced engineers, project managers, field supervisors, journeyman linemen 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 revenue. If we are unable to hire employees with the requisite skills, we may also be forced to incur significant training expenses.

Our unionized workforce may commence work stoppages or impact our ability to complete certain acquisitions, which could adversely affect our operations.

As of December 31, 2022, approximately 23.8% of our hourly employees, primarily consisting of field laborers, were covered by collective bargaining agreements. Of the 89 collective bargaining agreements to which we are a party, 22 expire during 2023 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 business.

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.

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

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

The amount of the withdrawal liability legislated by ERISA and MEPA varies for every pension plan to which we contribute. For each plan, our liability is the total unfunded vested benefits of the plan multiplied by a fraction: the numerator of the fraction is the sum of our contributions to the plan for the past ten years and the denominator is the sum of all contributions made by all employers for the past ten years. For some pension plans to which we contribute, the total 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 business.

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 persons or are unable to attract qualified and skilled personnel in the future.

We are dependent upon the efforts of our key personnel, and our ability to retain them and hire other qualified employees. The loss of our executive officers, or other key personnel could affect our ability to run our business effectively. Competition for senior management is intense, and we may not be able to retain our personnel. The loss of any key person requires the remaining key personnel to divert immediate and substantial attention to seeking a replacement, as well as to performing the departed person's responsibilities until a replacement is found. In addition, as some of our key persons approach retirement age, we need to provide for smooth transitions. If we fail to find a suitable replacement for any departing executive or senior officer on a timely basis, such departure could adversely affect our ability to operate and grow our business.

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

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;
- Training and facilitating our internal control processes within the acquired organization;
- Retaining key personnel;
- The integration of information, accounting, finance, sales, billing, payroll and regulatory compliance systems;
- Challenges in keeping existing customers and obtaining new customers;
- Challenges in combining service offerings and sales and marketing activities;
- The assumption of unknown liabilities of the acquired business for which there are inadequate reserves;
- The potential impairment of acquired goodwill and intangible assets; and
- The inability to enforce covenants not to compete.

Failure to effectively manage the integration process could adversely impact our business, financial condition, results of operations, and cash flows.

We may incur higher costs to lease, acquire and maintain equipment necessary for our operations.

A significant portion of our contracts is built utilizing our own construction equipment rather than rented equipment. To the extent that we are unable to buy or lease 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 the 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.

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

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 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 environmental, 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.

Interruptions in our operational systems or successful cyber security attacks on any of our systems could adversely impact our operations, our ability to report financial results and our business.

We rely on computer, information and communication technology and related systems to operate our business and to protect sensitive company information. Any cyber security attack (including denial of service attacks, ransomware, phishing attacks, payment fraud or others) that affects our facilities, our systems, our partners, our customers or any of our financial data could have a material adverse effect on our business. Our computer and communications systems, and consequently our operations, could be damaged or interrupted by cyber-attacks and physical security risks, such as natural disasters, loss of power, communications failures, acts of war, acts of terrorism, computer viruses, physical or electronic break-ins and actions by hackers and cyber-terrorists. Any of these, or similar, events could cause system disruptions, delays and loss of critical information, delays in processing transactions and delays in the reporting of financial information.

We have experienced cyber security threats, such as viruses and attacks targeting our systems, and expect the frequency and sophistication of such incidents will continue to grow. Such prior events have not had a material impact on our financial condition, results of operations or liquidity. However, future threats or existing threats of which we are not yet aware could cause harm to our business and our reputation, disrupt our operations, expose us to potential liability, regulatory actions and loss of business, and impact our results of operations materially. Our insurance coverage may not be adequate to cover all the costs related to cyber security attacks or disruptions resulting from such events.

While we have taken steps to mitigate persistent and continuously evolving cyber security threats by implementing network security and internal control measures, implementing policies and procedures for managing risk to our information systems, periodically testing our information technology systems, and conducting employee training on cyber security, there can be no assurance that a system or network failure or data security breach would not adversely affect our business. Furthermore, the continuing and evolving threat of cyber-attacks has resulted in increased regulatory focus on prevention. To the extent we face increased regulatory requirements, we may be required to expend significant additional resources to meet such requirements.

We may need additional capital in the future for working capital, capital expenditures or acquisitions, and we may not be able to access capital on favorable terms, or at all, which would impair our ability to operate our business or achieve our growth objectives.

Our ability to generate cash is essential for the funding of our operations and the servicing of our debt. If existing cash balances together with the borrowing capacity under our credit facilities were not sufficient to make future investments, make acquisitions or provide needed working capital, we may require financing from other sources. Our ability to obtain such additional financing in the future will depend on a number of factors including prevailing capital market conditions, conditions in our industry, and our operating results. These factors may affect our ability to arrange additional financing on terms that are acceptable to us. If additional funds were not available on acceptable terms, we may not be able to make future investments, take advantage of acquisitions or pursue other opportunities.

Risks Related Primarily to the Financial Accounting of our Business

Our financial results are based upon estimates and assumptions that may differ from actual results.

In preparing our consolidated annual and quarterly financial statements in conformity with generally accepted accounting principles, many estimates and assumptions are used in determining the reported revenue, costs 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, 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, accounting for revenue recognized over time, and provisions for income taxes. Actual results could differ materially from the estimates and assumptions that we used.

Our accounting for revenue recognized over time could result in a reduction or elimination of previously reported revenue and profit.

For contracts where scope is adequately defined, and therefore we can reasonably estimate total contract value, we recognize revenue over time as work is completed because of the continuous transfer of control to the customer (typically using an input measure such as costs incurred to date relative to total estimated costs at completion to measure progress). Accounting for long-term contracts involves the use of various techniques to estimate total transaction price and costs. For long-term contracts, transaction price, estimated cost at completion and total costs incurred to date are used to calculate revenue earned. Unforeseen events and circumstances can alter the estimate of the costs and potential profit associated with a particular contract. Total estimated costs, and thus contract revenue and income, can be impacted by changes in productivity, scheduling, the unit cost of labor, subcontracts, materials and equipment. Additionally, external factors such as weather, client needs, client delays in providing permits and approvals, labor availability, governmental regulation, and politics may affect the progress of a project's completion, and thus the timing of revenue recognition. 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 business.

Our reported results of operations could be adversely affected as a result of impairments of goodwill, other identifiable intangible assets or investments.

When we acquire a business, we record an asset called "goodwill" for the excess amount we pay for the business over the net fair value of the tangible and identifiable intangible assets of the business we acquire. At December 31, 2022, our balance sheet included goodwill of $871.8 million and intangible assets of $249.4 million resulting from previous acquisitions. Fair value is determined using a combination of the discounted cash flow, market multiple and market capitalization valuation approaches. Under current accounting rules, goodwill and other identifiable intangible assets that have indefinite useful lives cannot be amortized, but instead must be tested at least annually for impairment, while identifiable intangible assets that have finite useful lives are amortized over their useful lives. Significant judgment is required in completing these tests, as described in Item 7 "*Management's Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Policies and Estimates— Goodwill and Indefinite-Lived Intangible Assets*" of this Annual Report on Form 10-K. Any impairment of goodwill, or identifiable intangible assets recorded in connection with the various acquisitions, or for any future acquisitions, would negatively impact our results of operations.

In addition, we may enter into various types of investment arrangements, such as an equity interest we hold in a business entity. Our equity method investments are carried at original cost and are included in other assets in our Consolidated Balance Sheet and are adjusted for our proportionate share of the investees' income, losses and distributions. Equity investments are reviewed for impairment by assessing whether any decline in the fair value of the investment below its carrying value is other than temporary. In making this determination, factors such as the ability to recover the carrying amount of the investment and the inability of the investee to sustain future earnings capacity are evaluated in determining whether an impairment should be recognized.

Compliance with and changes in tax laws could adversely affect our performance.

We are subject to extensive tax liabilities imposed by multiple jurisdictions, including federal, state, local and international jurisdictions. New tax laws, treaties and regulations and changes in existing tax laws, treaties and regulations are continuously being enacted or proposed and could result in a different tax rate on our earnings, which could have a material impact on our earnings and cash flow from operations. In addition, significant judgment is required in determining our provision for income taxes, as described in Item 7 "*Management's Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Policies and Estimates—Income Taxes*" of this Annual Report on Form 10-K. In the ordinary course of our business, there are many transactions and calculations where the ultimate tax determination is uncertain. We are regularly subject to audits by tax authorities, and our tax estimates and tax positions could be materially affected by many factors including the final outcome of tax audits and related litigation, the introduction of new tax accounting standards, legislation, regulations and related interpretations, our mix of earnings, the realizability of deferred tax assets and changes in uncertain tax positions. A significant increase in our tax rate could have a material adverse effect on our profitability and liquidity.

Our variable rate indebtedness subjects us to interest rate risk.

Borrowings under our revolving credit facility and term loan bear interest at variable rates and expose us to interest rate risk. From time to time, we may use certain derivative instruments to hedge our exposure to variable interest rates. As of December 31, 2022, $121.7 million of our variable rate debt outstanding was economically hedged and the remaining $911.5 million was unhedged. If interest rates increase, our debt service obligations on the unhedged portion of our variable rate debt will increase even if the amount borrowed remains the same, and our net income and cash flows, will decrease correspondingly. Based on our variable rate debt outstanding as of December 31, 2022, a 1.0% increase or decrease in interest rates would change annual interest expense by approximately $9.1 million.

On January 31, 2023, we entered into a second interest rate swap agreement to manage our exposure to the fluctuations in variable interest rates. The swap effectively exchanged the interest rate on $300.0 million of the debt outstanding under our New Term Loan from variable to a fixed rate of 4.095% per annum, plus an applicable margin. The interest rate swap matures on January 31, 2025.

Risks Related to our Common Stock

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

As part of our acquisition strategy, we have issued and used shares of common stock as a part of contingent earn-out consideration, which have resulted in dilution to our stockholders. Our Certificate of Incorporation permits us to issue up to 90.0 million shares of common stock of which approximately 53.1 million were outstanding at December 31, 2022. While Nasdaq rules require that we obtain stockholder approval to issue more than 20% additional shares, stockholder approval is not required below that level. In addition, we can issue shares of preferred stock which could cause further dilution to the stockholder, resulting in reduced net income and cash flow available to common stockholders.

In 2013, our stockholders adopted our 2013 Equity Incentive Plan ("Equity Plan"). The Equity Plan replaced a previous plan. The Equity Plan authorized the Board of Directors to issue equity awards totaling 2,526,275 shares of our common stock. Our current director compensation plan, our bonus incentive plan, and our management long-term incentive plan and any additional equity awards made will have the effect of diluting our earnings per share and stockholders' percentage of ownership.

Delaware law and our charter documents may impede or discourage a takeover or change in control.

As a Delaware corporation, anti-takeover provisions may impose an impediment to the ability of others to acquire control of us, even if a change of control would be of benefit to our stockholders. In addition, certain provisions of our Certificate of Incorporation and Bylaws also may impose an impediment or discourage others from a takeover. These provisions include:

- Stockholders may not act by written consent;
- There are restrictions on the ability of a stockholder to call a special meeting, or nominate a director for election; and
- Our Board of Directors can authorize the issuance of preferred shares.

These types of provisions may limit the ability of stockholders to obtain a premium for their shares.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

Facilities

We lease our executive offices in Dallas, Texas and own and lease other facilities throughout the United States and Canada. Our facilities include offices, production yards, maintenance shops, and training and education facilities that are used in our operations. As of December 31, 2022, we owned 51 of our facilities and leased the remainder. We believe that our facilities are adequate to meet our current and foreseeable requirements.

Property, Plant and Equipment

The construction industry is capital intensive, and we expect to continue making capital expenditures to meet anticipated needs for our services. In 2022, capital expenditures were approximately \$94.7 million. Total construction equipment purchases in 2022 were \$48.5 million.

We believe the ownership or long-term leasing of equipment is generally preferable to renting to ensure the equipment is available as needed. In addition, this approach has historically resulted in lower overall equipment costs. All equipment is subject to scheduled maintenance to help ensure reliability. Maintenance facilities exist at most of our regional offices, as well as on-site on major projects to properly service and repair equipment. Major equipment not currently utilized is rented to third parties or sold whenever possible.

ITEM 3. LEGAL PROCEEDINGS

Legal Proceedings

For information regarding legal proceedings, see Note 12 — "*Commitments and Contingencies*" of the Notes to Consolidated Financial Statements included in Item 8 of this Annual Report on Form 10-K, which is incorporated herein by reference.

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

Our common stock is listed on the Nasdaq Global Market under the symbol "PRIM". We had outstanding 53,135,487 shares of common stock and 407 stockholders of record as of February 21, 2023. These stockholders of record include depositories that hold shares of stock for brokerage firms, which in turn, hold shares of stock for numerous beneficial owners.

Dividends

We have paid consecutive quarterly cash dividends since 2008, and currently expect that comparable cash dividends will continue to be paid for the foreseeable future. The declaration and payment of future dividends is contingent upon our revenue and earnings, capital requirements, and general financial conditions, as well as contractual restrictions and other considerations deemed to be relevant by the Board of Directors.

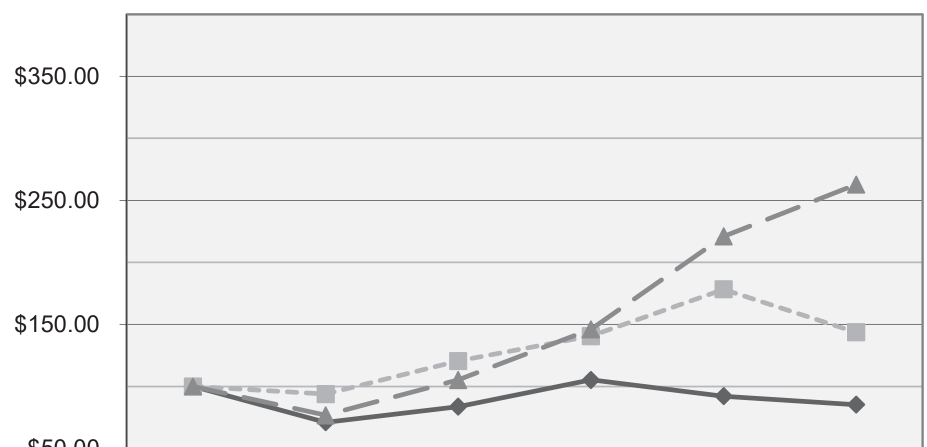
Performance Graph

The following Performance Graph and related information shall not be deemed to be filed with the SEC, 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 our common stock during the five-year period from December 31, 2017, and in each quarter up through December 31, 2022. 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 Granite Construction, 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 our common stock and in each stock in the Peer Group, and in the S&P 500 as of December 31, 2017. All dividends were reinvested in additional shares of common stock. 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 DECEMBER 31, 2017 THROUGH DECEMBER 31, 2022
CUMULATIVE TOTAL RETURN
Among Primoris Services Corporation ("PRIM"), the S&P 500 and the Peer Group



	12/31/17	12/31/18	12/31/19	12/31/20	12/31/21	12/31/22
PRIM	$100.00	$71.11	$83.63	$105.14	$92.12	$85.28
S&P 500	$100.00	$93.76	$120.48	$140.49	$178.27	$143.61
Peer Group	$100.00	$76.64	$105.24	$145.96	$220.89	$262.73

ITEM 6. [RESERVED]

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 in Item 8 in this Annual Report on Form 10-K. This discussion includes forward-looking statements that are based on current expectations and are subject to uncertainties and unknown or changed circumstances. For a further discussion, please 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 those risks inherent with our business as discussed in "Item 1A Risk Factors".

The following discussion starts with an overview of our business and a discussion of trends, including seasonality, that affect our industry. That is followed by an overview of the critical accounting policies and estimates that we use to prepare our financial statements. Next we discuss our results of operations and liquidity and capital resources, including our off-balance sheet arrangements and contractual obligations. We conclude with a discussion of our outlook and backlog.

Introduction

We are one of the leading providers of specialty contracting services operating mainly in the United States and Canada. We provide a wide range of specialty construction services, maintenance, replacement, fabrication, and engineering services to a diversified base of customers.

The current reportable segments include the Utilities segment, the Energy/Renewables segment and the Pipeline Services ("Pipeline") segment.

The Utilities segment operates throughout the United States and specializes in a range of services, including installation and maintenance of new and existing natural gas and electric utility distribution and transmission systems, and communication systems.

The Energy/Renewables segment operates throughout the United States and in Canada and specializes in a range of services that include engineering, procurement, and construction, retrofits, highway and bridge construction, demolition, site work, soil stabilization, mass excavation, flood control, upgrades, repairs, outages, and maintenance services for entities in the renewable energy and energy storage, renewable fuels, and petroleum and petrochemical industries, as well as state departments of transportation.

The Pipeline segment operates throughout the United States and specializes in a range of services, including pipeline construction and maintenance, carbon capture and storage services, pipeline facility and integrity services, installation of compressor and pump stations, and metering facilities for entities in the petroleum and petrochemical industries, as well as gas, water, and sewer utilities.

We have completed major underground and industrial projects for a number of large natural gas transmission and petrochemical companies in the United States, major electrical and gas projects for a number of large utility companies in the United States, significant renewable energy projects for energy companies, as well as projects for our engineering customers. We enter into a large number of contracts each year, and the projects can vary in length from daily work orders to as long as 36 months, and occasionally longer, 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 revenue in any given year.

We generate revenue under a range of contracting types, including fixed-price, unit-price, time and material, and cost reimbursable plus fee contracts, each of which has a different risk profile. A portion of our revenue is derived from contracts where scope is adequately defined, and therefore we can reasonably estimate total contract value. For these contracts, revenue is recognized over time as work is completed because of the continuous transfer of control to the customer (typically using an input measure such as costs incurred to date relative to total estimated costs at completion to measure progress). For certain contracts, where scope is not adequately defined and we can't reasonably estimate total contract value, revenue is recognized either on an input basis, based on contract costs incurred as defined within the respective contracts, or an output basis based on units completed. Costs to obtain contracts are generally not significant and are expensed in the period incurred.

The classification of revenue and gross profit for segment reporting purposes can at times require judgment on the part of management. Our segments may perform services across industries or perform joint services for customers in multiple industries. To determine reportable segment gross profit, certain allocations, including allocations of shared and indirect costs, such as facility costs, equipment costs and indirect operating expenses were made.

Acquisition of PLH

On August 1, 2022, we acquired PLH Group, Inc. ("PLH") in an all-cash transaction valued at approximately $438.3 million, net of cash acquired. PLH is a utility-focused specialty construction company with concentration in key fast-growing regions of the United States. The transaction directly aligns with our strategic focus on higher-growth, higher margin markets and expands our capabilities in the utility markets including power delivery, communications, and gas utilities. The total purchase price was funded through a combination of borrowings under our New Term Loan facility, as defined below, and borrowings under our Revolving Credit Facility, as defined below. We incorporated the majority of the PLH operations into our Utilities segment with the remaining operations going to our Energy/Renewables and Pipeline segments.

Acquisition of B Comm, LLC

On June 8, 2022, we acquired B Comm, LLC ("B Comm") in an all-cash transaction of approximately $36.0 million, net of cash acquired. B Comm was incorporated into our Utilities segment and is a provider of maintenance, repair, upgrade and installation services to the communications markets. The transaction directly aligns with the strategy to grow our Master Services Agreement ("MSA") revenue base and expand our communication services within the utility markets. The total purchase price was funded with borrowings under our Revolving Credit Facility.

Acquisition of Alberta Screw Piles, Ltd.

On March 1, 2022, we acquired Alberta Screw Piles, Ltd. ("ASP") for a cash price of approximately $4.1 million. In addition, the sellers could receive a contingent earnout payment of up to $3.2 million based on achievement of certain operating targets over the one year periods ending March 1, 2023 and March 1, 2024, respectively. We incorporated the operations of ASP into our Energy/Renewables segment.

Acquisition of Future Infrastructure Holdings, LLC.

On January 15, 2021, we acquired Future Infrastructure Holdings, LLC ("FIH") for approximately $604.7 million, net of cash acquired. FIH was incorporated into our Utilities segment and is a provider of non-discretionary maintenance, repair, upgrade, and installation services to the communications, regulated gas utility, and infrastructure markets. FIH furthers our strategic plan to expand our service lines, enter new markets, and grow our MSA revenue base. The transaction directly aligns with our strategy to grow in large, higher growth, higher margin markets, and expands our utility services capabilities. The total purchase price was funded through a combination of existing cash balances, borrowings under our Term Loan facility, and borrowings under our Revolving Credit Facility.

Business Environment

We believe there are growth opportunities across the industries we serve and we continue to have a positive long-term outlook. Although not without risks and challenges, including those discussed below and in *Forward-Looking Statements* and included in Item 1A. *Risk Factors*, we believe, with our full-service operations, broad geographic reach, financial position and technical expertise, we are well positioned to capitalize on opportunities and trends in our industries.

We have seen and continue to anticipate potential changes to the already stringent regulatory and environmental requirements for many of our clients' infrastructure projects, which may improve the timing and certainty of the projects. While permitting and other regulatory challenges create uncertainty as to the timing of some of our opportunities, we continue to see bidding activity for numerous midstream pipeline projects. We believe that we have the financial and operational strength to meet the challenge of either short-term delays or the impact of significant increases in work. We continue to be optimistic about both short and longer-term opportunities. Our current view of the outlook for our major end markets is as follows:

- *Construction of alternative energy facilities, chemical processing facilities, renewable natural gas facilities, solar power facilities, wind farms, battery storage* — We believe state and federal governments, investors and utilities remain committed to a changing fuel generation mix that is moving toward more alternative energy sources. As this trend grows, along with the demand for power, we expect an increase in new power generation facilities powered by renewable energy sources, as well as energy storage systems. We also expect to benefit from the increased spending and long-term tax incentives in the Inflation Reduction Act ("IRA") signed by the President in August of 2022. The IRA extends tax incentives for wind and solar facilities and includes provisions to support the burgeoning green hydrogen market and standalone battery energy storage systems. The long term extension of these credits and strong support of U.S. manufacturing has attracted a significant amount of new capital that will finance renewable projects as well as enhance the supply chain needed to meet increasing demand. Other trends we are seeing are major investments in industrial gases and agricultural chemicals. To the extent this dynamic continues, we anticipate continued engineering, procurement, and construction opportunities, primarily benefitting our Energy/Renewables segment.

- *Communications construction opportunities* — We believe the federal government remains committed to improving or expanding communications access. The IRA and other Federal and State programs provide critical funding to help construct and improve the infrastructure required to provide sufficient broadband access to areas that have historically had lower access to broadband services. We expect these opportunities, as well as ongoing spending by communications companies, to benefit our Utilities segment.

- *Power Delivery* — We are experiencing strong tailwinds in our power delivery business as the industry continues to invest in grid resiliency, modernization, renewable generation integration, and the push for electrification. Our national position in this specific market allows for scalable coverage across the industry. Electric distribution undergrounding initiatives with clients in our key markets has been, and will continue to be, a strong opportunity for us as we see utilities customers continue to invest in grid reliability. Additionally, we are experiencing new opportunities as utilities providers invest in renewable energy and upgrading their transmission infrastructure.

- *Inspection, maintenance and replacement of electric utility infrastructure* — We expect the demand for electricity in the United States to grow over the long-term and believe enhancements to the electric utility infrastructure are needed to efficiently serve the power needs of the future. Renewable generation will require substations and transmission lines to connect the new generation sources to customers. In addition, current federal legislation also requires the power industry to meet federal reliability standards for its transmission and distribution systems. We also expect to benefit from the spending authorized in the Infrastructure Bill to improve the electric grid. These opportunities, as well as ongoing electric utility repair and maintenance opportunities are expected to benefit our Utilities segment.

- *Inspection, maintenance and replacement of gas utility infrastructure* — We expect that ongoing safety enhancements to gas pipeline systems and the gas utility infrastructure will provide continuing opportunities for our Utilities segment. We also expect that ongoing gas utility repair and maintenance opportunities will continue.

- *Construction of natural gas-fired power plants and industrial plants* — We expect continued construction opportunities for both base-load and peak shaving power plants; however, we are aware that environmental concerns over gas fired power plants may impact the timing and location of near-term construction opportunities in certain states. We believe that based on continuing population growth, the intermittency of renewable power resources, and the environmental requirements limiting using ocean water for cooling, power plants will be needed in spite of vocal opposition to these "non-green" generation sources. In addition, the generally historically low price of natural gas could result in the continued replacement of coal-fired power plants and the conversion and expansion at chemical plants and industrial facilities in other parts of the United States. These opportunities would benefit our Energy/Renewables segment.

- *Construction of petroleum, natural gas, natural gas liquid, and other liquid pipelines* — We expect that the volatility in the price of oil could reduce activities in most, if not all of the shale basins. In addition, the ability of our customers to obtain permits for projects could impact the demand for our services, especially for larger interstate pipelines. However, production from the shale formations and increased demand for exporting liquified natural gas ("LNG") could strain the current capacity limitations between production and processing locations which would provide opportunities for our Pipeline segment.

- *Inspection, maintenance and replacement of pipeline infrastructure* — We believe that regulatory measures around the frequency or stringency of pipeline integrity testing requirements provides growth opportunity in our Pipeline segment. Regulatory requirements continue to mandate or require our customers to test, inspect, repair, maintain and replace pipeline infrastructure to ensure that it operates safely, reliably and in an environmentally conscious manner. In addition, permitting challenges associated with construction of new pipelines can make existing pipeline infrastructure more valuable, motivating owners to extend the useful life of existing pipeline assets through maintenance and integrity initiatives. As a result, we expect demand to continue to grow for our pipeline integrity services.

Material trends and uncertainties

We generate our revenue from construction and engineering projects, as well as from providing a variety of specialty construction services. We depend in part on spending by companies in the communications, gas and electric utilities, energy, chemical, and oil and gas industries, as well as state departments of transportation and 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, more reliable gas and electric utility infrastructure, local highway and bridge needs, and from the activity level in the oil and gas industry. However, periodically, each of these industries and government agencies is adversely affected by macroeconomic conditions. Economic and other factors outside of our control may affect the amount and size of contracts we are awarded in any particular period.

We have been actively monitoring the impact of the dynamic macroeconomic environment, including the impact of inflation, on all aspects of our business. We have experienced increased fuel and labor costs from the inflationary environment and anticipate that significantly elevated levels of cost inflation could persist throughout 2023. In an effort to mitigate the impacts of inflation on our operations, we attempt to recover increases in the cost of labor, equipment, fuel and materials through price escalation provisions that allow us to adjust billing rates for certain major contracts annually; by considering the estimated effect of such increases when bidding or pricing new work; or by entering into back-to-back contracts with suppliers and subcontractors. However, the annual adjustment provided by certain contracts is typically subject to a cap and there can be an extended period of time between the impact of inflation on our costs and when billing rates are adjusted. In some cases, our actual cost increases have exceeded the contractual caps, and therefore negatively impacted our operations. We have been successful in renegotiating some of our major contracts to address the increased costs on future work and will continue to address this with our customers going forward.

Fluctuations in the market prices of oil, gas and other fuel sources have affected demand for our services. While we have seen a recovery in the price of oil and natural gas, the volatility in the prices of oil, gas, and liquid natural gas that has occurred in the past few years could create uncertainty with respect to demand for our oil and gas pipeline services, specifically in our pipeline services operations, both in the near term and for future projects. While the construction of gathering lines within the oil shale formations may remain at lower levels for an extended period, we believe that over time, the need for pipeline infrastructure for mid-stream and gas utility companies will result in a continuing need for our services.

The continuing changes in the regulatory environment have affected the demand for our services, either by increasing our work, delaying projects, or cancelling projects. For example, environmental laws and regulations have provided challenges to pipeline projects, resulting in delays or cancellations that impact the timing of revenue recognition. However, environmental laws and new pipeline regulations could increase the demand for our pipeline maintenance and integrity services. In addition, the regulatory environment in certain states has resulted in delays for the construction of gas-fired power plants, while regulators continue to search for significant renewable resources. However, the increased demand for renewable resources is also creating demand for our construction and specialty services, such as the need for battery storage and the construction of utility scale and distributed generation solar facilities.

We are exposed to certain market risks related to changes in interest rates. To monitor and manage these market risks, we have established risk management policies and procedures. Our Revolving Credit Facility and New Term Loan bear interest at a variable rate which exposes us to interest rate risk. From time to time, we may use certain derivative instruments to hedge our exposure to variable interest rates. As of December 31, 2022, $121.7 million of our variable rate debt outstanding was economically hedged. Based on our variable rate debt outstanding as of December 31, 2022, a 1.0% increase or decrease in interest rates would change annual interest expense by approximately $9.1 million.

On January 31, 2023, we entered into a second interest rate swap agreement to manage our exposure to the fluctuations in variable interest rates. The swap effectively exchanged the interest rate on $300.0 million of the debt outstanding under our New Term Loan from variable to a fixed rate of 4.095% per annum, plus an applicable margin. The interest rate swap matures on January 31, 2025.

Seasonality, cyclicality and variability

Our results of operations are subject to quarterly variations. Some of the variation is the result of weather, particularly rain, ice, snow, and named storms, which can impact our ability to perform construction and specialty services. These seasonal impacts can affect revenue and profitability in all of our businesses. Any quarter can be affected either negatively, or positively by atypical weather patterns in any part of the country. In addition, demand for new projects in our Utilities segment tends to be lower during the early part of the calendar year due to clients' internal budget cycles. As a result, we usually experience higher revenue and earnings in the second, third and fourth quarters of the year as compared to the first quarter.

Our project values range in size from several hundred dollars to several hundred million dollars. The bulk of our work is comprised of project sizes that average less than $3.0 million. We also perform construction projects which tend not to be seasonal, but can fluctuate from year to year based on customer timing, project duration, weather, and general economic conditions. Our business may be affected by declines, or delays in new projects, or by client project schedules. Because of the cyclical nature of our business, the financial results for any period may fluctuate from prior periods, and our financial condition and operating results may vary from quarter to quarter. Results from one quarter may not be indicative of our financial condition, or operating results for any other quarter, or for an entire year.

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 revenue 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, estimates are particularly difficult to determine, and we must exercise significant judgment. Estimates may be used in our accounting for revenue recognized over time, 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 materially 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 require critical accounting estimates that are based on, among other things, judgments and assumptions made by management that include inherent risks and uncertainties. Management's estimates are based on the relevant information available at the end of each period. We periodically review these accounting policies and critical accounting estimates with the Audit Committee of the Board of Directors.

Revenue recognition — We generate revenue under a range of contracting types, including fixed-price, unit-price, time and material, and cost reimbursable plus fee contracts, each of which has a different risk profile. A portion of our revenue is derived from contracts where scope is adequately defined, and therefore we can reasonably estimate total contract value. For these contracts, revenue is recognized over time as work is completed because of the continuous transfer of control to the customer (typically using an input measure such as costs incurred to date relative to total estimated costs at completion to measure progress). For certain contracts, where scope is not adequately defined and we can't reasonably estimate total contract value, revenue is recognized either on an input basis, based on contract costs incurred as defined within the respective contracts, or an output basis based on units completed. Costs to obtain contracts are generally not significant and are expensed in the period incurred.

We evaluate whether two or more contracts should be combined and accounted for as one single performance obligation and whether a single contract should be accounted for as more than one performance obligation. ASC 606 defines a performance obligation as a contractual promise to transfer a distinct good or service to a customer. A contract's transaction price is allocated to each distinct performance obligation and recognized as revenue when, or as, the performance obligation is satisfied. Our evaluation requires significant judgment and the decision to combine a group of contracts or separate a contract into multiple performance obligations could change the amount of revenue and profit recorded in a given period. The majority of our contracts have a single performance obligation, as the promise to transfer the individual goods or services is not separately identifiable from other promises in the contract and, therefore, is not distinct. However, occasionally we have contracts with multiple performance obligations. For contracts with multiple performance obligations, we allocate the contract's transaction price to each performance obligation using the observable standalone selling price, if available, or alternatively our best estimate of the standalone selling price of each distinct performance obligation in the contract. The primary method used to estimate standalone selling price is the expected cost plus a margin approach for each performance obligation.

Accounting for long-term contracts involves the use of various techniques to estimate total transaction price and costs. For long-term contracts, transaction price, estimated cost at completion and total costs incurred to date are used to calculate revenue earned. Unforeseen events and circumstances can alter the estimate of the costs and potential profit associated with a particular contract. Total estimated costs, and thus contract revenue and income, can be impacted by changes in productivity, scheduling, the unit cost of labor, subcontracts, materials and equipment. Additionally, external factors such as weather, client needs, client delays in providing permits and approvals, labor availability, governmental regulation, politics and any prevailing impacts from pandemics or epidemics may affect the progress of a project's completion, and thus the timing of revenue recognition. To the extent that original cost estimates are modified, estimated costs to complete increase, delivery schedules are delayed, or progress under a contract is otherwise impeded, cash flow, revenue recognition and profitability from a particular contract may be adversely affected.

The nature of our contracts gives rise to several types of variable consideration, including contract modifications (change orders and claims), liquidated damages, volume discounts, performance bonuses, incentive fees, and other terms that can either increase or decrease the transaction price. We estimate variable consideration as the most likely amount to which we expect to be entitled. We include estimated amounts in the transaction price to the extent we believe we have an enforceable right, and it is probable that a significant reversal of cumulative revenue recognized will not occur. Our estimates of variable consideration and the determination of whether to include estimated amounts in the transaction price are based largely on an assessment of our anticipated performance and all information (historical, current and forecasted) that is reasonably available to us at this time.

Contract modifications result from changes in contract specifications or requirements. We consider unapproved change orders to be contract modifications for which customers have not agreed to both scope and price. We consider claims to be contract modifications for which 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. Claims can also be caused by non-customer-caused changes, such as rain or other weather delays. Costs associated with contract modifications are included in the estimated costs to complete the contracts and are treated as project costs when incurred. In most instances, contract modifications are for goods or services that are not distinct, and, therefore, are accounted for as part of the existing contract. The effect of a contract modification on the transaction price, and our measure of progress for the performance obligation to which it relates, is recognized as an adjustment to revenue on a cumulative catch-up basis. In some cases, settlement of contract modifications may not occur until after completion of work under the contract.

As a significant change in one or more of these estimates could affect the profitability of our contracts, we review and update our contract-related estimates regularly. We recognize adjustments in estimated profit on contracts under the cumulative catch-up method. Under this method, the cumulative impact of the profit adjustment is recognized in the period the adjustment is identified. Revenue and profit in future periods of contract performance are recognized using the adjusted estimate. If at any time the estimate of contract profitability indicates an anticipated loss on a contract, the projected loss is recognized in full, including any previously recognized profit, in the period it is identified and recognized as an "accrued loss provision" which is included in "Contract liabilities" on the Consolidated Balance Sheets. For contract revenue recognized over time, the accrued loss provision is adjusted so that the gross profit for the contract remains zero in future periods.

At December 31, 2022, we had approximately $110.0 million of unapproved contract modifications included in the aggregate transaction prices. These unapproved contract modifications were in the process of being negotiated in the normal course of business. Approximately $99.2 million of the unapproved contract modifications had been recognized as revenue on a cumulative catch-up basis through December 31, 2022.

In all forms of contracts, we estimate the collectability of contract amounts at the same time that we estimate project costs. If we anticipate that there may be issues associated with the collectability of the full amount calculated as the transaction price, we may reduce the amount recognized as revenue to reflect the uncertainty associated with realization of the eventual cash collection. For example, when a cost reimbursable project exceeds the client's expected budget amount, the client frequently requests an adjustment to the final amount. Similarly, some utility clients reserve the right to audit costs for significant periods after performance of the work.

The timing of when we bill our customers is generally dependent upon agreed-upon contractual terms, milestone billings based on the completion of certain phases of the work, or when services are provided. Sometimes, billing occurs subsequent to revenue recognition, resulting in unbilled revenue, which is a contract asset. However, we sometimes receive advances or deposits from our customers before revenue is recognized, resulting in deferred revenue, which is a contract liability.

The caption "Contract assets" in the Consolidated Balance Sheets represents the following:

- unbilled revenue, which arise when revenue has been recorded, but the amount will not be billed until a later date;
- retainage amounts for the portion of the contract price earned by us for work performed, but held for payment by the customer as a form of security until we reach certain construction milestones; and
- contract materials for certain job specific materials not yet installed, which are valued using the specific identification method relating the cost incurred to a specific project.

The caption "Contract liabilities" in the Consolidated Balance Sheets represents the following:

- deferred revenue on billings in excess of contract revenue recognized to date, and
- the accrued loss provision.

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

Identifiable Tangible Assets. Significant identifiable tangible assets acquired would include accounts receivable, contract assets, leases and fixed assets (generally consisting of facilities and construction equipment). We determine the fair value of these assets as of the acquisition date. For current assets and current liabilities of an acquisition, we will evaluate whether the book value is equivalent to fair value due to their short term nature. We estimate the fair value of fixed assets using a market approach, based on comparable market values for similar equipment of similar condition and age.

Identifiable Intangible Assets. When necessary, we use the assistance of an independent third-party valuation specialist to determine the fair value of the intangible assets acquired. Third-party specialists are used to help us identify and separate intangible assets apart from goodwill such as customer relationships and tradenames. Fair value is determined by analyzing revenue trends, expected growth rates for existing customers, customer attrition rates, royalty rates, discount rates and intended use of future assets.

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

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

Goodwill and Indefinite-Lived Intangible Assets—Goodwill and certain intangible assets acquired in a business combination and determined to have indefinite useful lives are not amortized but are assessed for impairment annually and more frequently if triggering events occur. In performing these assessments, management relies on various factors, including operating results, business plans, economic projections, anticipated future cash flows, comparable transactions and other market data. There are inherent uncertainties related to these factors and judgment in applying them to the analysis of goodwill for impairment. Since judgment is involved in performing fair value measurements used in goodwill impairment analyses, there is risk that the carrying values of our goodwill may not be properly stated.

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

Under ASC 350, we can assess qualitative factors to determine if a quantitative impairment test of intangible assets is necessary. Our qualitative assessment is used to determine whether it is more likely than not (that is, a likelihood of more than 50 percent) that the fair value of the reporting unit is less than its carrying value, including goodwill. Factors used in our qualitative assessment include, but are not limited to, macroeconomic conditions, industry and market conditions, cost factors, overall financial performance and Company and reporting unit specific events. If deemed necessary, we use the quantitative impairment test outlined in ASC 350, which compares 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 financial plan 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 impaired and an impairment loss is recognized in an amount equal to that excess, limited to the total amount of goodwill of the reporting unit.

There were no impairments of goodwill for the years ended December 31, 2022, 2021 and 2020.

Income taxes—We account for income taxes under the asset and liability method as set forth in ASC 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 reporting bases and tax bases of assets and liabilities using enacted tax rates in effect for the years in which the differences are expected to reverse. The effect of changes in tax rates on net deferred tax assets or liabilities is recognized as an increase or decrease in net income in the period the tax change is enacted.

Deferred tax assets may be reduced by a valuation allowance if, in the judgment of 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 some or all deferred tax assets that were previously offset by a valuation allowance are realizable, the value of the deferred tax assets would be increased by reducing the valuation allowance, thereby increasing income in the period when that determination is 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 that the tax authority has full 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 positions not meeting the more likely than not test, no tax benefit is recorded. Based on our results for the year ended December 31, 2022, a one-percentage point increase in our effective tax rate would have resulted in an increase in our income tax expense of approximately $1.6 million.

***Litigation and contingencies*—**Litigation and contingencies are included in our consolidated financial statements based on our assessment of the expected outcome of litigation proceedings or the expected resolution of the contingency. We record costs related to contingencies when a loss from such claims is probable and the amount is reasonably estimable. In determining whether it is possible to provide an estimate of loss, or range of possible loss, we review and evaluate litigation and regulatory matters on a quarterly basis in light of potentially relevant factual and legal developments. If we determine an unfavorable outcome is not probable or reasonably estimable, we do not accrue for a potential litigation loss. Management is unable to ascertain the ultimate outcome of other claims and legal proceedings; however, after review and consultation with counsel and taking into consideration relevant insurance coverage and related deductibles/self-insurance retention, management believes that it has meritorious defense to the claims and believes that the reasonably possible outcome of such claims will not, individually or in the aggregate, have a material adverse effect on our consolidated results of operations, financial condition or cash flows. See Note 12 — "*Commitments and Contingencies*" of the Notes to Consolidated Financial Statements included in Item 8 of this Annual Report on Form 10-K for further information.

Recently Issued Accounting Pronouncements

See Note 2 — "*Summary of Significant Accounting Policies - Recently Issued Accounting Pronouncements"* of the Notes to Consolidated Financial Statements included in Item 8 of this Annual Report on Form 10-K for a discussion of recently issued accounting pronouncements.

Results of Operations

Consolidated Results

Revenue

2022 and 2021

Revenue for the year ended December 31, 2022 increased by $923.0 million, or 26.4%, compared to 2021. The increase was primarily due to growth in our Energy/Renewables and Utilities segments, and the acquisitions of PLH and B Comm ($406.2 million combined), partially offset by a decline in our Pipeline segment as described in the segment results below.

2021 and 2020

Revenue for the year ended December 31, 2021 increased by $6.1 million, or 0.2%, compared to 2020. The increase was primarily due to growth in our Energy/Renewables and Utilities segments, including $266.6 million from our acquisition of FIH, mostly offset by a decrease in revenue in our Pipeline segment as described in the segment results below.

Gross Profit

<u>*2022 and 2021*</u>

For the year ended December 31, 2022, gross profit increased by $40.2 million, or 9.7%, compared to 2021. The increase was primarily due to an increase in revenue and the acquisitions of PLH and B Comm ($46.4 million combined), partially offset by a decrease in margins. Gross profit as a percentage of revenue decreased to 10.3% from 11.9% in the same period in 2021 primarily as a result of negative gross margins in our Pipeline segment in 2022, increased labor and fuel costs in our Utilities segment, and the closeout of multiple pipeline projects in our Pipeline segment in 2021, as more fully described in the segment results below.

In addition, we had a favorable impact from the change in useful lives of certain equipment, which reduced our depreciation expense for the year ended December 31, 2022 by $19.3 million compared to the same period in 2021. See Note 2 — *"Summary of Significant Accounting Policies"* of the Notes to Consolidated Financial Statements included in Item 8 of this Annual Report on Form 10-K.

<u>*2021 and 2020*</u>

For the year ended December 31, 2021, gross profit increased by $46.4 million, or 12.5%, compared to 2020. The increase was primarily due to our acquisition of FIH ($43.6 million). Gross profit as a percentage of revenue increased to 11.9% from 10.6% in the same period in 2020 as described in the segment results below.

Selling, general and administrative expenses

Selling, general and administrative expenses ("SG&A") consist primarily of compensation and benefits to executive, management level and administrative employees, marketing and communications, professional fees, rent for facilities and utilities.

<u>*2022 and 2021*</u>

SG&A expenses were $281.6 million for the year ended December 31, 2022, an increase of $51.5 million, or 22.4% compared to 2021, primarily due to the increases in headcount from the acquisitions of PLH and B Comm ($28.3 million) and increased costs to support our strong organic growth. SG&A expense as a percentage of revenue for the year ended December 31, 2022 decreased to 6.4% compared to 6.6% for the year ended December 31, 2021, primarily due to increased revenue.

<u>*2021 and 2020*</u>

SG&A expenses were $230.1 million for the year ended December 31, 2021, an increase of $27.3 million, or 13.4% compared to 2020, primarily due to $28.7 million of incremental expense from the FIH acquisition during the period. SG&A expense as a percentage of revenue for the year ended December 31, 2021 increased to 6.6% compared to 5.8% for the year ended December 31, 2020, primarily due to increased expense as we integrate FIH into our operations, as well as lower revenue from our legacy operations.

Transaction and related costs

2022 and 2021

Transaction and related costs for the year ended December 31, 2022 were $20.1 million, an increase of $3.7 million or 22.3% compared to 2021, primarily due to an increase in professional fees paid to advisors for the acquisitions of PLH and B Comm.

2021 and 2020

Transaction and related costs for the year ended December 31, 2021 were $16.4 million, primarily related to our acquisition of FIH, as well as the expense incurred in 2021 associated with the purchase of Primoris common stock by certain employees of FIH at a 15% discount.

Gain on Sale and Leaseback Transaction

On June 22, 2022, we completed a sale and leaseback transaction of land and buildings located in Carson, California for an aggregate sales price, net of closing costs, of $49.9 million. Under the transaction, the land, buildings and improvements were sold and leased back for an initial term of three years. The property qualified for sale and leaseback treatment and is classified as an operating lease. Therefore, we recorded a gain on the transaction of $40.1 million. The gain is included in Gain on sale and leaseback transaction on our Consolidated Statements of Income for the year ended December 31, 2022. There were no such comparable transactions for the year ended December 31, 2021.

Other income and expense

Non-operating income and expense items for the years ended December 31, 2022, 2021 and 2020 were as follows (in millions):

	Year Ended December 31,		
	2022	2021	2020
Foreign exchange gain (loss), net	$ 1.1	$ (0.1)	$ 0.4
Other income, net	2.1	0.3	1.2
Interest expense, net	(39.2)	(18.5)	(19.9)
Total other expense	$ (36.1)	$ (18.3)	$ (18.3)

Interest expense, net for the year ended December 31, 2022 was $39.2 million compared to $18.5 million for the year ended December 31, 2021. The increase of $20.7 million was due primarily to higher average debt balances from the borrowings related to the PLH acquisition as well as a higher average interest rate.

Interest expense, net for the year ended December 31, 2021 was $18.5 million compared to $19.9 million for the year ended December 31, 2020. The decrease of $1.4 million was due to a $4.9 million unrealized gain in 2021 and a $2.8 million unrealized loss in 2020 on our interest rate swap, as well as a lower weighted average interest rate. This decrease was partially offset by higher average debt balances in 2021 from the borrowings incurred related to the FIH acquisition.

The weighted average interest rate on total debt outstanding at December 31, 2022, 2021 and 2020 was 6.2%, 2.8% and 3.7%, respectively.

Provision for income taxes

Our provision for income taxes decreased $9.8 million to $26.3 million for 2022 compared to 2021. The decrease was primarily driven by the release of valuation allowances during the second and third quarters of 2022, partially offset by tax on increased pre-tax profits. Due to capital gains on the sale of California properties in 2022, we have released all of the valuation allowance previously placed on capital losses and recognized a 5.8% decrease in our 2022 annual effective tax rate. The 2022 effective tax rate was 16.5%.

Our provision for income taxes decreased $4.5 million to $36.1 million for 2021 compared to 2020. The decrease was primarily due to the temporary law change allowing full deductibility of per diem expenses through 2022, partially offset by tax on increased pre-tax profits. The 2021 effective tax rate was 23.8%.

As of each reporting date, management considers new evidence, both positive and negative, that could affect our view of the future realization of all deferred tax assets. As of December 31, 2021, we had not recognized the $9.8 million tax benefit of our 2018 U.S. capital losses, because we determined that it was more likely than not that the capital losses would expire before they were able to be used to offset future U.S. capital gains.

Segment Results

Utilities Segment

Revenue and gross profit for the Utilities segment for the years ended December 31, 2022, 2021 and 2020 were as follows:

	Year Ended December 31,					
	2022		2021		2020	
	(Millions)	% of Segment Revenue	(Millions)	% of Segment Revenue	(Millions)	% of Segment Revenue
Utilities Segment						
Revenue	$ 2,024.3		$ 1,658.0		$ 1,365.6	
Gross profit	210.7	10.4%	186.3	11.2%	177.8	13.0%

2022 and 2021

Revenue increased by $366.3 million, or 22.1%, during 2022 compared to 2021. The increase is primarily due to the acquisitions of PLH and B Comm ($260.7 million combined) in 2022 and increased activity across the power delivery and communications markets.

Gross profit increased $24.4 million, or 13.1%, during 2022 compared to 2021. The increase is primarily attributable to the incremental impact of the PLH and B Comm acquisitions ($26.2 million), partially offset by lower margins. Gross profit as a percentage of revenue decreased to 10.4% in 2022 compared to 11.2% in 2021 primarily due to increased fuel and labor costs from the inflationary environment we experienced in 2022. A substantial majority of the work done in our Utilities segment is performed over longer term MSA contracts. These MSA contracts generally have escalation provisions that allow us to adjust billing rates annually, but typically the annual adjustment is subject to a cap and there can be an extended period of time between the impact of inflation on our costs and when billing rates are adjusted. Due to the inflationary environment we have experienced in 2022, our actual cost increases have exceeded the contractual caps, and therefore have negatively impacted gross margins. We have been successful in renegotiating some of our major contracts to address the increased fuel and labor costs on future work and will continue to address this with our utility customers going forward.

2021 and 2020

Revenue increased by $292.4 million, or 21.4%, during 2021 compared to 2020. The increase is primarily attributable to the FIH acquisition ($266.6 million) and increased activity with electric utility customers, partially offset by lower activity with gas utility customers as well as the impact of customer project and material delays.

Gross profit increased $8.5 million, or 4.8%, during 2021 compared to 2020. The increase is primarily attributable to the incremental impact of the FIH acquisition ($43.6 million), partially offset by lower margins from our legacy operations. Gross profit as a percentage of revenue decreased to 11.2% in 2021 compared to 13.0% in 2020 primarily due to unfavorable weather conditions, customer project and material delays and a decrease in higher margin storm work in 2021, as well as strong performance and favorable margins realized on projects in the Southeast in 2020. These amounts were partially offset by the favorable margins realized by FIH.

Energy/Renewables Segment

Revenue and gross profit for the Energy/Renewables segment for the years ending December 31, 2022, 2021 and 2020 were as follows:

	Year Ended December 31,					
	2022		2021		2020	
	(Millions)	% of Segment Revenue	(Millions)	% of Segment Revenue	(Millions)	% of Segment Revenue
Energy/Renewables Segment						
Revenue	$ 2,087.5		$ 1,408.2		$ 1,228.8	
Gross profit	252.9	12.1%	150.3	10.7%	94.9	7.7%

2022 and 2021

Revenue increased by $679.3 million, or 48.2%, during 2022 compared to 2021, primarily due to increased renewable energy activity ($430.1 million), the PLH acquisition ($106.4 million), and increased activity on electric power plants and hydrogen plants.

Gross profit increased by $102.6 million, or 68.3%, during 2022 compared to 2021, primarily due to higher revenue and margins. Gross profit as a percentage of revenue increased to 12.1% in 2022 compared to 10.7% in 2021, primarily due to increased revenue on higher margin renewable energy projects in 2022 and higher costs associated with a LNG plant project in the Northeast in 2021, partially offset by a favorable claims resolution on an industrial plant project in 2021.

2021 and 2020

Revenue increased by $179.4 million, or 14.6%, during 2021 compared to 2020, primarily due to increased renewable energy activity ($286.2 million), partially offset by the substantial completion of industrial projects in Texas, Louisiana, and California in 2020.

Gross profit increased by $55.4 million, or 58.3%, during 2021 compared to 2020, primarily due to higher revenue and margins. Gross profit as a percentage of revenue increased to 10.7% in 2021 compared to 7.7% in 2020, primarily due to favorable claims resolution on an industrial plant project in 2021 and higher costs in 2020 associated with a LNG plant project in the Northeast. These amounts were partially offset by the favorable impact of the Canadian Emergency Wage Subsidy in 2020.

Pipeline Segment

Revenue and gross profit for the Pipeline segment for the years ended December 31, 2022, 2021 and 2020 were as follows:

	Year Ended December 31,					
	2022		2021		2020	
	(Millions)	% of Segment Revenue	(Millions)	% of Segment Revenue	(Millions)	% of Segment Revenue
Pipeline Segment						
Revenue	$ 308.8		$ 431.5		$ 897.0	
Gross profit	(6.7)	(2.2%)	80.1	18.6%	97.5	10.9%

2022 and 2021

Revenue decreased by $122.7 million, or 28.4%, during 2022 compared to 2021. The decrease is primarily attributable to the substantial completion of pipeline projects in 2021 and a decline in midstream pipeline market demand, partially offset by the acquisition of PLH ($39.0 million).

Gross profit decreased by $86.8 million, or 108.3%, during 2022 compared to 2021, primarily due to lower revenue and margins. Gross profit as a percentage of revenue decreased to (2.2%) in 2022 compared to 18.6% in 2021, primarily due to higher costs on a pipeline project in the Mid-Atlantic from unfavorable weather conditions experienced in 2022 and lower than anticipated volumes in 2022, which led to higher relative carrying costs for equipment and personnel. In addition, we had a favorable impact from the closeout of multiple pipeline projects in 2021.

2021 and 2020

Revenue decreased by $465.5 million, or 51.9%, during 2021 compared to 2020. The decrease is attributable to the substantial completion of several pipeline projects in 2020 ($416.7 million) and a decline in the overall midstream pipeline market demand from historically high levels, along with challenges in permitting new pipelines. The revenue levels in 2021 are more consistent with those experienced historically and with our expectations for the Pipeline segment.

Gross profit decreased by $17.4 million, or 17.8%, during 2021 compared to 2020, primarily due to lower revenue, partially offset by higher margins. Gross profit as a percentage of revenue increased to 18.6% in 2021 compared to 10.9% in 2020, primarily due to the favorable impact from the closeout of multiple pipeline projects in 2021 and higher costs on pipeline projects in Virginia and Texas in 2020, partially offset by strong performance and favorable margins realized on a Texas pipeline project in 2020. Gross profit as a percentage of revenue experienced in 2020 is more consistent with those experienced historically and with our expectations going forward for the Pipeline segment.

Liquidity and Capital Resources

Cash Needs

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 cash flows from operating activities. If needed, we have availability under our lines of credit to augment liquidity needs, and we have a current shelf registration statement filed with the SEC that allows for the issuance of an indeterminate amount of debt and equity securities. Our short-term and long-term cash requirements consist primarily of working capital, investments to support revenue growth and maintain our equipment and facilities, general corporate needs, and to service our debt obligations. At December 31, 2022, there was $100.0 million of outstanding borrowings under the Revolving Credit Facility, commercial letters of credit outstanding were $47.3 million, and available borrowing capacity was $177.7 million.

On August 1, 2022, we entered into the Third Amended and Restated Credit Agreement (the "Amended Credit Agreement") to increase the Term Loan by $439.5 million to an aggregate principal amount of $945.0 million (as amended, the "New Term Loan"). In addition to the New Term Loan, the Amended Credit Agreement also increased the existing $200.0 million Revolving Credit Facility, whereby the lenders agreed to make loans on a revolving basis from time to time and to issue letters of credit, up to $325.0 million. The proceeds from the New Term Loan and borrowings under our Revolving Credit Facility were used to finance the acquisition of PLH.

During part of 2020, we deferred FICA tax payments as allowed under The Coronavirus Aid, Relief, and Economic Security Act. This deferral was $21.7 million at December 31, 2022 and was paid on January 3, 2023.

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.

Our cash and cash equivalents totaled $248.7 million at December 31, 2022, compared to $200.5 million at December 31, 2021. We anticipate that our cash and investments on hand, existing borrowing capacity under our credit facility, access to and capacity under a shelf registration statement, and our future cash flows from operations will provide sufficient funds to enable us to meet our operating needs, our planned capital expenditures, and settle our commitments and contingencies for the next twelve months and the foreseeable future.

The construction industry is capital intensive, and we expect to continue to make capital expenditures to meet anticipated needs for our services. In 2022, we spent approximately $94.7 million for capital expenditures, which included $48.5 million for construction equipment. Capital expenditures are expected to total between $80.0 million and $100.0 million for 2023, which includes $40.0 million to $60.0 million for construction equipment.

Cash Flows

Cash flows during the years ended December 31, 2022, 2021 and 2020 are summarized as follows (in millions):

	Year Ended December 31,		
	2022	2021	2020
Change in cash:			
Net cash provided by operating activities	$ 83.3	$ 79.7	$ 313.0
Net cash used in investing activities	(481.9)	(691.3)	(42.5)
Net cash provided by (used in) financing activities	452.0	485.8	(62.9)
Effect of exchange rate changes	(0.1)	0.5	(0.1)
Net change in cash, cash equivalents and restricted cash	$ 53.3	$ (125.3)	$ 207.5

Operating Activities

The sources and uses of cash flow associated with operating activities for the years ended December 31, 2022, 2021 and 2020 were as follows (in millions):

	Year Ended December 31,		
	2022	2021	2020
Operating Activities:			
Net income	$ 133.0	$ 115.7	$ 105.0
Depreciation and amortization	99.2	105.6	82.4
Gain on sale and leaseback transaction	(40.1)	—	—
Changes in assets and liabilities	(79.0)	(132.7)	128.2
Gain on sale of property and equipment	(31.9)	(15.9)	(8.1)
Other	2.1	7.0	5.5
Net cash provided by operating activities	$ 83.3	$ 79.7	$ 313.0

2022 and 2021

Net cash provided by operating activities for 2022 was $83.3 million, an increase of $3.6 million compared to 2021. The change year-over-year was primarily due to improvement in the impact from the changes in assets and liabilities, partially offset by a decrease in net income (after adjusting for cash from gains reported in investing activities).

The significant components of the $79.0 million change in assets and liabilities for the year ended December 31, 2022 are summarized as follows:

- Accounts payable and accrued liabilities increased $197.2 million from December 31, 2021 primarily due to revenue growth and the timing of our payments to vendors;

- Contract assets increased by $118.8 million from December 31, 2021 primarily due to significant revenue growth in 2022;

- Accounts receivable increased by $98.7 million from December 31, 2021 primarily due to increased revenue; and

- Other current assets increased by $70.3 million from December 31, 2021 primarily due to prepaid material purchases related to solar projects.

2021 and 2020

Net cash provided by operating activities for 2021 was $79.7 million, a decrease of $233.3 million compared to 2020. The change year-over-year was primarily due to an unfavorable impact from the changes in assets and liabilities.

The significant components of the $132.7 million change in assets and liabilities for the year ended December 31, 2021 are summarized as follows:

- Contract assets increased by $67.0 million from December 31, 2020 primarily due to the timing of billing our customers;

- Other current assets increased by $54.7 million from December 31, 2020 primarily due to $23.0 million of prepaid material purchases related to solar projects and a $22.9 million increase in income taxes receivable; and

- Contract liabilities decreased by $29.1 million from December 31, 2020, primarily due to lower deferred revenue.

Investing activities

Net cash used in investing activities was $481.9 million, $691.3 million, and $42.5 million in the years ended December 31, 2022, 2021 and 2020, respectively.

During 2022, we used $478.4 million for acquisitions, primarily for the acquisitions of PLH and B Comm. During 2021, we used $607.0 million for the acquisition of FIH.

We purchased property and equipment for $94.7 million, $133.8 million and $64.4 million in the years ended December 31, 2022, 2021 and 2020, respectively, principally for our construction activities and facilities investment. We believe the ownership or long-term leasing of equipment is generally preferable to renting equipment on a project-by-project basis, as this strategy helps to ensure the equipment is available for our projects when needed. In addition, this approach has historically resulted in lower overall equipment costs.

We periodically sell assets, typically to update our fleet. We received proceeds from the sale of assets of $41.3 million, $49.5 million and $21.9 million for 2022, 2021 and 2020, respectively. Additionally, we received net proceeds of $49.9 million from a sale and leaseback transaction of land and buildings during the year ended December 31, 2022.

Financing activities

Financing activities provided cash of $452.0 million in 2022, which was primarily due to the following:

- Proceeds from the entry into an amended and upsized term loan of $432.9 million, net of debt issuance costs paid;
- Net borrowings on our credit facilities of $100.0 million;
- Proceeds from the issuance of debt secured by our equipment of $30.0 million;
- Payment of long-term debt of $86.8 million; and
- Dividend payments to our stockholders of $12.8 million.

Financing activities provided cash of $485.8 million in 2021, which was primarily due to the following:

- Proceeds from the entry into an amended and upsized term loan of $395.1 million, net of debt issuance costs paid;
- Proceeds from the issuance of common stock $178.7 million;
- Proceeds from the issuance of debt secured by our equipment of $61.7 million;
- Payment of long-term debt of $113.9 million;
- Purchase of common stock of $14.7 million; and
- Dividend payments to our stockholders of $12.6 million.

Financing activities used cash of $62.8 million in 2020, which was primarily due to the following:

- Payment of long-term debt of $68.9 million;
- Dividend payments to our stockholders of $11.6 million;
- Purchase of common stock of $11.5 million; and
- Proceeds from the issuance of debt secured by our equipment and real estate of $33.9 million.

Debt Activities

Credit Agreement

On August 1, 2022, we entered into the Amended Credit Agreement with CIBC Bank USA, as administrative agent (the "Administrative Agent") and co-lead arranger, and the financial parties thereto (collectively, the "Lenders") that increased the Term Loan by $439.5 million to an aggregate principal amount of $945.0 million. The Amended Credit Agreement is scheduled to mature on August 1, 2027.

In addition to the New Term Loan, the Amended Credit Agreement increased the existing $200.0 million Revolving Credit Facility, whereby the Lenders agreed to make loans on a revolving basis from time to time and to issue letters of credit, to $325.0 million. At December 31, 2022, there was $100.0 million of outstanding borrowings under the Revolving Credit Facility, commercial letters of credit outstanding were $47.3 million, and available borrowing capacity was $177.7 million.

Under the Amended Credit Agreement, we must make quarterly principal payments on the New Term Loan in an amount equal to approximately $11.8 million, with the balance due on August 1, 2027. The proceeds from the New Term Loan and additional borrowings under the Revolving Credit Facility were used to finance the acquisition of PLH.

We capitalized $6.5 million of debt issuance costs during the third quarter of 2022 associated with the Amended Credit Agreement that is being amortized as interest expense over the life of the Amended Credit Agreement. In addition, we recorded a loss on extinguishment of debt during the third quarter of 2022 of $0.8 million related to the Amended Credit Agreement.

The principal amount of all loans under the Amended Credit Agreement will bear interest at either: (i) the Secured Overnight Financing Rate ("SOFR") plus an applicable margin as specified in the Amended Credit Agreement (based on our net senior debt to earnings before interest, taxes, depreciation and amortization ("EBITDA") ratio as defined in the Amended Credit Agreement), or (ii) the Base Rate (which is the greater of (a) the Federal Funds Rate plus 0.50% or (b) the prime rate as announced by the Administrative Agent) plus an applicable margin as specified in the Amended Credit Agreement. Quarterly non-use fees, letter of credit fees and administrative agent fees are payable at rates specified in the Amended Credit Agreement.

The principal amount of any loan drawn under the Amended Credit Agreement may be prepaid in whole or in part at any time, with a minimum prepayment of $5.0 million.

Loans made under the Amended Credit Agreement are secured by our assets, including, among others, our cash, inventory, equipment (excluding equipment subject to permitted liens), and accounts receivable. Certain subsidiaries have issued joint and several guaranties in favor of the Lenders for all amounts under the Amended Credit Agreement.

The Amended Credit Agreement contains various restrictive and financial covenants including, among others, a net senior debt/EBITDA ratio and minimum EBITDA to cash interest ratio. In addition, the Amended Credit Agreement includes restrictions on investments, change of control provisions and provisions in the event we dispose of more than 20% of our total assets.

We were in compliance with the covenants for the Amended Credit Agreement at December 31, 2022.

On September 13, 2018, we entered into an interest rate swap agreement to manage our exposure to the fluctuations in variable interest rates. The swap effectively exchanged the interest rate on 75% of the debt then outstanding under our Term Loan from variable LIBOR to a fixed rate of 2.89% per annum, in each case plus an applicable margin, which was 2.50% at December 31, 2022. The interest rate swap matures on July 10, 2023.

On January 31, 2023, we entered into a second interest rate swap agreement to manage our exposure to the fluctuations in variable interest rates. The swap effectively exchanged the interest rate on $300.0 million of the debt outstanding under our New Term Loan from variable to a fixed rate of 4.095% per annum, plus an applicable margin. The interest rate swap matures on January 31, 2025.

Canadian Credit Facilities

We have a demand credit facility for $4.0 million in Canadian dollars with a Canadian bank for purposes of issuing commercial letters of credit in Canada ("Canadian Credit Facility"). The credit facility has an annual renewal and provides for the issuance of commercial letters of credit for a term of up to five years. The facility provides for an annual fee of 1.0% for any issued and outstanding commercial letters of credit. Letters of credit can be denominated in either Canadian or U.S. dollars. At December 31, 2022, commercial letters of credit outstanding were $0.7 million in Canadian dollars, and the available borrowing capacity was $3.3 million in Canadian dollars. The credit facility contains a working capital restrictive covenant for our Canadian subsidiary, OnQuest Canada, ULC. At December 31, 2022, OnQuest Canada, ULC was in compliance with the covenant.

We have a credit facility for $10.0 million in Canadian dollars with CIBC Bank for working capital purposes in the normal course of business ("Working Capital Credit Facility"). At December 31, 2022, there were no outstanding borrowings under the Working Capital Credit Facility, and available borrowing capacity was $10.0 million in Canadian dollars. The Working Capital Credit Facility contains a cross default restrictive covenant where a default under our Credit Agreement will represent a default in the Working Capital Credit Facility.

Contractual Obligations

As of December 31, 2022, we had $1.15 billion of outstanding long-term debt, and there were no short-term borrowings.

A summary of contractual obligations as of December 31, 2022 is as follows (in millions):

	Total	1 Year	2 - 3 Years	4 - 5 Years	After 5 Years
Long-term debt	$ 1,151.7	$ 78.1	$ 166.1	$ 899.6	$ 7.9
Interest on long-term debt (1)	289.5	70.6	130.4	88.2	0.3
Operating leases	221.0	78.5	79.7	42.0	20.8
	$ 1,662.2	$ 227.2	$ 376.2	$ 1,029.8	$ 29.0
Letters of credit	$ 47.8	$ 47.8	$ —	$ —	$ —

(1) The interest amount represents interest payments for our fixed rate debt assuming that principal payments are made as originally scheduled. Our Credit Agreement bears interest at variable market rates, and estimated payments are based on the interest rate in effect as of December 31, 2022, including the impact of our interest rate swap.

The summary does not include potential obligations under multi-employer pension plans in which some of our employees participate. Our multi-employer pension plan contribution rates are generally specified in our collective bargaining agreements, and contributions are made to the plans based on employee payrolls. Our obligations for future periods cannot be determined because we cannot predict the number of employees that we will employ at any given time nor the plans in which they may participate.

We may also be required to make additional contributions to multi-employer pension plans if they become underfunded, and these contributions will be determined based on our union payroll. The Pension Protection Act of 2006 added special funding and operational rules for multi-employer plans that are classified as "endangered," "seriously endangered" or "critical" status. Plans in these classifications must adopt measures to improve their funded status through a funding improvement or rehabilitation plan, which may require additional contributions from employers. The amounts of additional funds that we may be obligated to contribute cannot be reasonably estimated and is not included in the table above.

Off Balance Sheet Arrangements

We enter into certain off-balance sheet arrangements in the ordinary course of business that result in risks not directly reflected on our balance sheet. We have no off-balance sheet financing arrangement with VIEs. The following represents transactions, obligations or relationships that could be considered material off-balance sheet arrangements.

- At December 31, 2022, we had letters of credit outstanding of $47.8 million under the terms of our credit agreements. These letters of credit are primarily used by our insurance carriers to ensure reimbursement for amounts that they are disbursing on our behalf, such as to beneficiaries under our self-funded insurance program. In addition, from time to time, certain customers require us to post a letter of credit to ensure payments to our subcontractors or guarantee performance under our contracts. Letters of credit reduce our borrowing availability under our Amended Credit Agreement and Canadian Credit Facility. If these letters of credit were drawn on by the beneficiary, we would be required to reimburse the issuer of the letter of credit, and we may be required to record a charge to earnings for the reimbursement. We do not believe that it is likely that any material claims will be made under a letter of credit.

- In the ordinary course of our business, we may be required by our customers to post surety bid or completion bonds in connection with services that we provide. At December 31, 2022, we had bid and completion bonds issued and outstanding totaling approximately $4.3 billion. The remaining performance obligation on those bonded projects totaled approximately $1.7 billion at December 31, 2022. We do not believe that it is likely that we would have to fund material claims under our surety arrangements.

- Certain of our subsidiaries are parties to collective bargaining agreements with unions. In most instances, these agreements require that we contribute to multi-employer pension and health and welfare plans. For many plans, the contributions are determined annually and required future contributions cannot be determined since contribution rates depend on the total number of union employees and actuarial calculations based on the demographics of all participants. The Employee Retirement Income Security Act of 1974 (ERISA), as amended by the Multi-Employer Pension Amendments Act of 1980, subjects employers to potential liabilities in the event of an employer's complete or partial withdrawal of an underfunded multi-employer pension plan. The Pension Protection Act of 2006 added new funding rules that are classified as "endangered", "seriously endangered", or "critical" status. We currently do not anticipate withdrawal from any multi-employer pension plans. Withdrawal liabilities or requirements for increased future contributions could negatively impact our results of operations and liquidity.

- We enter into employment agreements with certain employees which provide for compensation and benefits under certain circumstances and which may contain a change of control clause. We may be obligated to make payments under the terms of these agreements.

- From time to time we make other guarantees, such as guaranteeing the obligations of our subsidiaries.

Backlog

For specialty contractors, backlog can be an indicator of future revenue streams. Different companies define and calculate backlog in different manners. We define backlog as a combination of: (1) anticipated revenue from the uncompleted portions of existing contracts where scope is adequately defined, and therefore we can reasonably estimate total contract value ("Fixed Backlog"), and (2) the estimated revenue on MSA work for the next four quarters ("MSA Backlog"). We do not include certain contracts in the calculation of backlog where scope, and therefore contract value, is not adequately defined.

The two components of backlog, Fixed Backlog and MSA Backlog, are detailed below.

Fixed Backlog

Fixed Backlog by reporting segment and the changes in Fixed Backlog for the periods ending December 31, 2022, 2021 and 2020 were as follows, (in millions):

Reportable Segment	Beginning Fixed Backlog at December 31, 2021	Net Contract Additions to Fixed Backlog	Revenue Recognized from Fixed Backlog	Ending Fixed Backlog at December 31, 2022 (1)	Revenue Recognized from Non-Fixed Backlog Projects	Total Revenue for 12 Months ended December 31, 2022
Utilities	$ 37.0	$ 450.0	$ 303.7	$ 183.3	$ 1,720.6	$ 2,024.3
Energy/Renewables	2,328.3	2,526.7	1,852.4	3,002.6	235.1	2,087.5
Pipeline	113.9	470.6	195.4	389.1	113.4	308.8
Total	$ 2,479.2	$ 3,447.3	$ 2,351.5	$ 3,575.0	$ 2,069.1	$ 4,420.6

(1) Includes approximately $59.4 million, $15.1 million and $183.0 million of Fixed Backlog as a result of the PLH acquisition included in the Utilities, Energy/Renewables and Pipeline segments, respectively.

Reportable Segment	Beginning Fixed Backlog at December 31, 2020	Net Contract Additions to Fixed Backlog	Revenue Recognized from Fixed Backlog	Ending Fixed Backlog at December 31, 2021	Revenue Recognized from Non-Fixed Backlog Projects	Total Revenue for 12 Months ended December 31, 2021
Utilities	$ 36.8	$ 288.6	$ 288.4	$ 37.0	$ 1,369.6	$ 1,658.0
Energy/Renewables	1,256.5	2,298.9	1,227.1	2,328.3	181.1	1,408.2
Pipeline	346.3	127.0	359.4	113.9	72.0	431.4
Total	$ 1,639.6	$ 2,714.5	$ 1,874.9	$ 2,479.2	$ 1,622.7	$ 3,497.6

Reportable Segment	Beginning Fixed Backlog at December 31, 2019	Net Contract Additions to Fixed Backlog	Revenue Recognized from Fixed Backlog	Ending Fixed Backlog at December 31, 2020	Revenue Recognized from Non-Fixed Backlog Projects	Total Revenue for 12 months ended December 31, 2020
Utilities	$ 59.6	$ 260.2	$ 283.0	$ 36.8	$ 1,082.6	$ 1,365.6
Energy/Renewables	956.4	1,377.5	1,077.4	1,256.5	151.5	1,228.9
Pipeline	743.4	360.0	757.1	346.3	139.9	897.0
Total	$ 1,759.4	$ 1,997.7	$ 2,117.5	$ 1,639.6	$ 1,374.0	$ 3,491.5

Revenue recognized from non-Fixed Backlog projects shown above is generated by MSA projects and projects completed under contracts where scope, and therefore contract value, is not adequately defined, or are generated from the sale of construction materials, such as rock or asphalt to outside third parties.

At December 31, 2022, our total Fixed Backlog was $3.58 billion, representing an increase of $1.1 billion, or 44.2%, from $2.48 billion as of December 31, 2021.

MSA Backlog

The following table outlines historical MSA revenue for the twelve months ending December 31, 2022, 2021 and 2020 (in millions):

Year:	MSA Revenue
2022	$ 2,023.0
2021	1,603.8
2020	1,360.4

MSA Backlog includes anticipated MSA revenue for the next twelve months. We estimate MSA revenue based on historical trends, anticipated seasonal impacts and estimates of customer demand based on information from our customers.

The following table shows our estimated MSA Backlog at December 31, 2022, 2021 and 2020 by reportable segment (in millions):

Reportable Segment:	MSA Backlog at December 31, 2022 (1)	MSA Backlog at December 31, 2021	MSA Backlog at December 31, 2020
Utilities	$ 1,649.9	$ 1,346.6	$ 1,008.4
Energy/Renewables	161.5	127.0	97.2
Pipeline	97.1	50.0	31.4
Total	$ 1,908.5	$ 1,523.6	$ 1,137.0

(1) Includes approximately $262.7 million, $11.8 million and $37.5 million of MSA Backlog as a result of the PLH acquisition included in the Utilities, Energy/Renewables and Pipeline segments, respectively.

Total Backlog

The following table shows total backlog (Fixed Backlog plus MSA Backlog) by reportable segment at December 31, 2022, 2021 and 2020 (in millions):

Reportable Segment:	Total Backlog at December 31, 2022	Total Backlog at December 31, 2021	Total Backlog at December 31, 2020
Utilities	$ 1,833.2	$ 1,383.6	$ 1,045.2
Energy/Renewables	3,164.1	2,455.3	1,353.7
Pipeline	486.2	163.9	377.7
Total	$ 5,483.5	$ 4,002.8	$ 2,776.6

(1) Includes approximately $322.1 million, $26.8 million and $220.5 million of total Backlog as a result of the PLH acquisition included in the Utilities, Energy/Renewables and Pipeline segments, respectively.

We expect that during 2023, we will recognize as revenue approximately 73% of the total backlog at December 31, 2022, comprised of backlog of approximately: 100% of the Utilities segment; 56% of the Energy/Renewables segment; and 85% of the Pipeline segment.

Backlog should not be considered a comprehensive indicator of future revenue, as a percentage of our revenue is derived from projects that are not part of a backlog calculation. The backlog estimates include amounts from estimated MSAs, but our customers are not contractually obligated to purchase an amount of services from us under the MSAs. Any of our contracts may be terminated by our customers on relatively short notice. In the event of a project cancellation, we are typically reimbursed for all of our costs through a specific date, as well as all reasonable costs associated with demobilizing from the jobsite, but typically we have no contractual right to the total revenue reflected in backlog. Projects may remain in backlog for extended periods of time as a result of customer delays, regulatory requirements or project specific issues. Future revenue from projects where scope, and therefore contract value, is not adequately defined may not be included in our estimated backlog amount.

Effects of Inflation and Changing Prices

Our operations are affected by increases in prices, whether caused by inflation or other economic factors. We attempt to recover anticipated increases in the cost of labor, equipment, fuel and materials through price escalation provisions that allow us to adjust billing rates for certain major contracts annually; by considering the estimated effect of such increases when bidding or pricing new work; or by entering into back-to-back contracts with suppliers and subcontractors. However, the annual adjustment provided by certain contracts is typically subject to a cap and there can be an extended period of time between the impact of inflation on our costs and when billing rates are adjusted. In some cases, our actual cost increases have exceeded the contractual caps, and therefore negatively impacted our operations. We have been able to renegotiate some of our major contracts to address the increased costs on future work and will continue to address this with our customers going forward.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

In the ordinary course of business, we are exposed to risks related to market conditions. These risks primarily include fluctuations in foreign currency exchange rates, interest rates and commodity prices. We may seek to manage these risks through the use of financial derivative instruments. These instruments have in the past included interest rate swaps and may in the future include foreign currency exchange contracts, interest rate swaps and hedges against commodity price fluctuations.

The carrying amounts for cash and cash equivalents, accounts receivable, short term investments, short-term debt, accounts payable and accrued liabilities shown in the Consolidated Balance Sheets approximate fair value at December 31, 2022, due to the generally short maturities of these items.

Our revolving credit facility and term loan bear interest at a variable rate and exposes us to interest rate risk. From time to time, we may use certain derivative instruments to hedge our exposure to variable interest rates. As of December 31, 2022, $121.7 million of our variable rate debt outstanding was economically hedged, with a maturity date of July 10, 2023. Based on our variable rate debt outstanding as of December 31, 2022, a 1.0% increase or decrease in interest rates would change annual interest expense by approximately $9.1 million.

On January 31, 2023, we entered into a second interest rate swap agreement to manage our exposure to the fluctuations in variable interest rates. The swap effectively exchanged the interest rate on $300.0 million of the debt outstanding under our New Term Loan from variable to a fixed rate of 4.095% per annum, plus an applicable margin. The interest rate swap matures on January 31, 2025.

We do not execute transactions or use financial derivative instruments for trading or speculative purposes. We generally enter into transactions with counter-parties that are financial institutions as a means to limit significant exposure with any one party.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Our financial statements, supplementary financial data and financial statement schedules are included in a separate section at the end of this Annual Report on Form 10-K, and are incorporated herein by reference. The financial statements, supplementary data and schedules are listed in the index on page F-1 of this Annual Report on Form 10-K and are incorporated herein by reference.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to management, including our Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), as appropriate, to allow for timely decisions regarding required disclosure. In designing and evaluating our disclosure controls and procedures, our management recognizes that any system of controls and procedures, no matter how well designed and operated, can only provide reasonable assurance of achieving the desired control objectives, as ours are designed to do, and our management necessarily is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Our disclosure controls and procedures are designed to provide reasonable assurance of achieving their stated objectives.

In connection with the preparation of this Annual Report on Form 10-K, as of December 31, 2022, an evaluation was performed under the supervision and with the participation of our management, including our CEO and CFO, of the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) or 15d-15(e) under the Exchange Act). Based on that evaluation, our CEO and CFO concluded that our disclosure controls and procedures were effective at the reasonable assurance level as of December 31, 2022, to ensure that the information required to be disclosed by us in our reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and to ensure that the information required to be disclosed by us in reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our CEO and CFO, as appropriate, to allow timely decisions regarding required disclosures.

Management's Annual Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) or 15d-15(f) under the Exchange Act. Our internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Our internal control over financial reporting includes those policies and procedures that:

(i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets;

(ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and

(iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on our financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Under the supervision and with the participation of our management, including our CEO and CFO, our management conducted an evaluation of the effectiveness of our internal control over financial reporting as of December 31, 2022. Management based this assessment on the framework in "Internal Control–Integrated Framework (2013)" issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on that evaluation, our CEO and CFO concluded that our internal control over financial reporting was effective as of December 31, 2022. Management reviewed the results of its assessment with the Audit Committee of our Board of Directors.

As discussed in Note 4 — "*Business Combinations*" of the Notes to Consolidated Financial Statements included in Item 8 of this Annual Report on Form 10-K, we acquired PLH on August 1, 2022. PLH constitutes approximately 12.2% of total assets (excluding approximately $1.1 billion of goodwill and intangible assets), and approximately 8.3% of total revenue of the consolidated financial statement amounts as of and for the year ended December 31, 2022. As the acquisition of PLH occurred in the third quarter of 2022, we excluded PLH from our assessment of the effectiveness of internal controls over financial reporting. This exclusion is in accordance with the general guidance issued by the Staff of the SEC that an assessment of a recently acquired business may be omitted from our scope in the year of acquisition.

Independent Registered Public Accounting Firm Report

Moss Adams LLP, the independent registered public accounting firm that audited our consolidated financial statements included in this Annual Report on Form 10-K, has issued a report on our internal control over financial reporting as of December 31, 2022. The report, which expresses an unqualified opinion on the effectiveness of our internal control over financial reporting as of December 31, 2022, is included in "Item 8. Financial Statements and Supplemental Data" under the heading "Report of Independent Registered Public Accounting Firm."

Changes in Internal Control Over Financial Reporting

Our management, with the participation of our CEO and CFO, has evaluated any changes in our internal control over financial reporting that occurred during the quarter ended December 31, 2022. Based on this evaluation, our CEO and CFO concluded that, at December 31, 2022, there has not been any change in our internal control over financial reporting during the most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

None.

ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS.

Not applicable.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information required under this Item 10 is set forth in our Proxy Statement for the 2022 Annual Meeting of Stockholders to be filed with the SEC within 120 days of December 31, 2022 (the "Proxy Statement") and is incorporated herein by reference.

ITEM 11. EXECUTIVE COMPENSATION

The information required under this Item 11 is set forth in our Proxy Statement and is incorporated herein by reference, except for the information required by Item 402(v) of Regulation S-K or set forth under the caption, "*Compensation Committee Report*" of our Proxy Statement, which specifically is not incorporated herein by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required under this Item 12 is set forth in our Proxy Statement and is incorporated herein by reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required under this Item 13 is set forth in our Proxy Statement and is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required under this Item 14 is set forth in our Proxy Statement and is incorporated herein by reference.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(A) We have filed the following documents as part of this Report:

1. Consolidated Balance Sheets of Primoris Services Corporation and subsidiaries as of December 31, 2022 and 2021 and the related Consolidated Statements of Income, Comprehensive Income, Stockholders' Equity and Cash Flows for the years ended December 31, 2022, 2021 and 2020.
2. Report of Moss Adams LLP, independent registered public accounting firm, related to the consolidated financial statements in part (A)(1) above.
3. Notes to the consolidated financial statements in part (A)(1) above.
4. List of exhibits required by Item 601 of Regulation S-K. See part (B) below.

(B) The following is a complete list of exhibits filed as part of this Report, some of which are incorporated herein by reference from certain other of our reports, registration statements and other filings with the SEC, as referenced below:

Exhibit No.	Description
Exhibit 2.1	Agreement and Plan of Merger, dated December 14, 2020, among Primoris Services Corporation, Future Infrastructure Holdings, LLC, Primoris Merger Sub, LLC and Tower Arch Capital, L.P. (incorporated by reference to Exhibit 2.1 to our Current Report on Form 8-K, as filed with the SEC on December 15, 2020)
Exhibit 2.2	Amendment No 1. to Agreement and Plans of Merger, dated as of January 11, 2021 (incorporated by reference to Exhibit 2.2 to our Current Report on Form 8-K, as filed with the SEC on January 15, 2021)
Exhibit 2.3	Agreement and Plan of Merger, dated June 24, 2022, among Primoris Services Corporation, PLH Group, Inc., Amp Merger Sub, Inc. and Shareholder Representative Services LLC, as Stockholder Representative. (incorporated by reference to Exhibit 2.1 to Primoris' Current Report on Form 8-K filed on June 27, 2022)
Exhibit 3.1	Fifth Amended and Restated Certificate of Incorporation of Primoris Services Corporation, dated May 4, 2018 (incorporated by reference to Exhibit 3.1 to our Quarterly Report on Form 10-Q, as filed with the SEC on November 11, 2018)
Exhibit 3.2	Amended and Restated Bylaws of Primoris Services Corporation, as amended December 15, 2021 (incorporated by reference to Exhibit 3.1 to our Current Report on Form 8-K, as filed with the SEC on December 21, 2021)
Exhibit 4.1	Specimen Common Stock Certificate (incorporated by reference to Exhibit 4.2 to our Registration Statement on Form S-1 (File No. 333-134694), as filed with the SEC on June 2, 2006)
Exhibit 4.2	Description of Registrant's Securities (incorporated by reference to Exhibit 4.2 to our Annual Report on Form 10-K, as filed with the SEC on March 1, 2022)
Exhibit 10.1	2008 Long-Term Equity Incentive Plan (incorporated by reference to Annex C to our Registration Statement on Form S-4/A (Amendment No. 4) (File No. 333-150343), as filed with the SEC on July 9, 2008) (#)

Exhibit No.	Description
Exhibit 10.2	2013 Equity Incentive Plan (incorporated by reference to Appendix A to our Definitive Proxy Statement on Schedule 14A filed with the SEC on April 9, 2013) (#)
Exhibit 10.3	General Indemnity Agreement, dated January 24, 2012, by and among Primoris Services Corporation, ARB, Inc. ARB Structures, Inc., OnQuest, Inc., OnQuest Heaters, Inc. Born Heaters Canada ULC, Cardinal Contractors, Inc., Cardinal Southeast, Inc., Stellaris, LLC, GML Coatings, LLC, James Construction Group, LLC, Juniper Rock Corporation, Rockford Corporation; Alaska Continental Pipeline, Inc., All Day Electric Company, Inc. Primoris Renewables, LLC, Rockford Pipelines Canada, Inc. and Chubb Group of Insurance Companies (incorporated by reference to Exhibit 10.51 to our Annual Report on Form 10-K, as filed with the SEC on March 5, 2012)
Exhibit 10.4	Contribution Agreement, dated as of September 30, 2013, by and among WesPac Energy LLC, Kealine Holdings LLC, Primoris Services Corporation and WesPac Midstream LLC and Highstar WesPac Main Interco LLC and Highstar WesPac Prism/IV-A Interco LLC (incorporated by reference to Exhibit 10.3 to our Quarterly Report on Form 10-Q, as filed with the SEC on November 5, 2013)
Exhibit 10.5	Agreement for Services, dated January 1, 2020, by and among Primoris Services Corporation and David King. (incorporated by reference to Exhibit 10.16 to our Annual Report on Form 10-K, as filed with the SEC on February 25, 2020) (#)
Exhibit 10.6	Employment Agreement dated April 1, 2022, by and between Primoris Services Corporation and Tom McCormick (incorporated by reference to Exhibit 10.1 to Primoris' Current Report on Form 8-K filed on April 7, 2022) (#)
Exhibit 10.7	Employment Agreement dated April 1, 2022, by and between Primoris Services Corporation and John F. Moreno, Jr. (incorporated by reference to Exhibit 10.2 to Primoris' Current Report on Form 8-K filed on April 7, 2022) (#)
Exhibit 10.8	Employment Agreement dated April 1, 2022, by and between Primoris Services Corporation and Ken M. Dodgen (incorporated by reference to Exhibit 10.3 to Primoris' Current Report on Form 8-K filed on April 7, 2022) (#)
Exhibit 10.9	Employment Agreement dated April 1, 2022, by and between Primoris Services Corporation and John M. Perisich (incorporated by reference to Exhibit 10.4 to Primoris' Current Report on Form 8-K filed on April 7, 2022) (#)
Exhibit 10.10	2022 Primoris Services Corporation Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.1 to Primoris' Current Report on Form 8-K filed on May 9, 2022) (#)
Exhibit 10.11	Third Amended and Restated Credit Agreement by and among Primoris Services Corporation, CIBC Bank USA and the several other financial institutions party thereto. (incorporated by reference to Exhibit 10.1 to Primoris' Current Report on Form 8-K filed on August 1, 2022)
Exhibit 21.1	Subsidiaries and equity investments of Primoris Services Corporation (*)
Exhibit 23.1	Consent of Moss Adams LLP, independent registered public accounting firm (*)

Exhibit No.	Description
Exhibit 31.1	Certification of chief executive officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (*)
Exhibit 31.2	Certification of chief financial officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (*)
Exhibit 32.1	Certification of chief executive officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (**)
Exhibit 32.2	Certification of chief financial officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (**)
Exhibit 101 INS	Inline XBRL Instance Document – The instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document (*)
Exhibit 101 SCH	Inline XBRL Taxonomy Extension Schema Document (*)
Exhibit 101 CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document (*)
Exhibit 101 LAB	Inline XBRL Taxonomy Extension Label Linkbase Document (*)
Exhibit 101 PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document (*)
Exhibit 101 DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document (*)
Exhibit 104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

(#) Management contract or compensatory plan, contract or arrangement.
(*) Filed herewith.
(**) This certification will not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or the Exchange Act, or otherwise subject to the liability of that section. Such certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent specifically incorporated by reference into such filing.

ITEM 16. FORM 10-K SUMMARY

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

Primoris Services Corporation (Registrant)

Date:	February 27, 2023	BY:	/s/ Kenneth M. Dodgen
			Kenneth M. Dodgen
			Executive Vice President, Chief Financial Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the following persons on behalf of the Registrant and in the capacities indicated and on the date indicated.

	Signature	Title
By:	/s/ Thomas E. McCormick Thomas E. McCormick	President, Chief Executive Officer and Director (Principal Executive Officer)
By:	/s/ Kenneth M. Dodgen Kenneth M. Dodgen	Executive Vice President, Chief Financial Officer (Principal Financial Officer)
By:	/s/ Travis L. Stricker Travis L. Stricker	Senior Vice President, Chief Accounting Officer (Principal Accounting Officer)
By:	/s/ David L. King David L. King	Chairman of the Board of Directors
By:	/s/ Michael E. Ching Michael E. Ching	Director
By:	/s/ Stephen C. Cook Stephen C. Cook	Director
By:	/s/ Carla S. Mashinski Carla S. Mashinski	Director
By:	/s/ Terry D. McCallister Terry D. McCallister	Director
By:	/s/ Jose R. Rodriguez Jose R. Rodriguez	Director
By:	/s/ John P. Schauerman John P. Schauerman	Director
By:	/s/ Patricia K. Wagner Patricia K. Wagner	Director

Date: February 27, 2023

PRIMORIS SERVICES CORPORATION

INDEX TO FINANCIAL STATEMENTS

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders of
Primoris Services Corporation

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of Primoris Services Corporation (the "Company") as of December 31, 2022 and 2021, the related consolidated statements of income, comprehensive income, stockholders' equity and cash flows for each of the three years in the period ended December 31, 2022*,* and the related notes (collectively referred to as the "consolidated financial statements"). We also have audited the Company's internal control over financial reporting as of December 31, 2022, based on criteria established in *Internal Control - Integrated Framework* (*2013*) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Company as of December 31, 2022 and 2021, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2022, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2022, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by COSO.

Basis for Opinions

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Annual Report on Internal Control over Financial Reporting included in Item 9A. Our responsibility is to express an opinion on the Company's consolidated financial statements and an opinion on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures to respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

As discussed in Management's Annual Report on Internal Control Over Financial Reporting, on August 1, 2022, the Company acquired PLH Group, Inc. ("PLH"). For the purposes of assessing internal control over financial reporting, management excluded PLH, whose financial statements constitute 12.2% of total assets (excluding $1.1 billion of goodwill and intangible assets, which were integrated into the Company's control environment) and 8.3% of consolidated net revenues, as of and for the year ended December 31, 2022. Accordingly, our audit did not include the internal control over financial reporting of PLH.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current period audit of the consolidated financial statements that were communicated or required to be communicated to the audit committee and that (1) relate to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing a separate opinion on the critical audit matters or on the accounts or disclosures to which they relate.

Revenue Recognition – Estimated contract costs and variable consideration estimates: As described in Note 5 to the consolidated financial statements, the Company's consolidated revenues and costs of revenue were $4,421 million and $3,964 million, respectively, for the year ended December 31, 2022. A portion of revenue is derived from contracts that are fixed-price or unit-price, where scope is adequately defined, and is recognized over time as work is completed because of the continuous transfer of control to the customer. Under this method, the costs incurred to date as a percentage of total estimated costs at completion are used to calculate revenue. Total estimated costs at completion, and thus revenue and margin, are impacted by many factors, which can cause significant changes in estimates during the life cycle of a project. Changes in these estimates could have a significant impact on the amount of revenue and profit recognized. Additionally, the nature of the Company's contracts give rise to several types of variable consideration. The Company's estimate of variable consideration and determination of whether to include estimated amounts in the transaction price are based largely on their assessment of anticipated performance and all information (historical, current and forecasted) that is reasonably available.

Based on the significant judgment required by management and high degree of subjectivity involved in the determination of both total estimated costs at completion and variable consideration, which in turn led to a high degree of auditor judgment, effort and subjectivity in performing procedures and evaluating audit evidence, we have identified these estimates as a critical audit matter.

The primary procedures we performed to address this critical audit matter included:

- Tested the design and operating effectiveness of internal controls over the contract management cycle, including those related to the accumulation of the estimated costs to complete a contract and the estimation of variable consideration.
- Tested a selection of fixed-priced and unit-priced contracts, focusing on risk-based characteristics. Evaluated the reasonableness of the assumptions and judgments underlying the accounting for these selected contracts as follows:
    - Inquired with and inspected questionnaires prepared by project personnel to understand the status of the contract, changes from prior periods, key assumptions underlying the revenue and costs, and the existence of any claims or litigation and corroborating such information.
    - Assessed the reasonableness of estimated costs to complete by analyzing historical contract performance relative to overall contractual commitments and estimated gross margin at year end. We assessed management's assumptions on future contract costs by comparing them with executed change orders, estimate documentation, correspondence with the customer, and job cost details with supporting third-party evidence.
    - Tested management's estimation process by performing lookback analyses at the contract level to evaluate estimated costs and variable consideration settled in the current year compared to management's prior year estimates.
    - Tested management's process for determining contingent costs included in contract estimates and evaluated the reasonableness of the contingency factors utilized.

- Evaluated the appropriateness of the Company’s inclusion or exclusion of variable consideration from the work-in-process schedule in the selection of contracts.

Valuation of Acquired Intangible Assets – PLH Group, Inc.: As described in Note 4 to the consolidated financial statements, the Company acquired PLH Group, Inc. in an all-cash transaction valued at approximately $438.3 million, net of cash and restricted cash acquired. The acquisition was accounted for as a business combination in which management estimated the fair values of the identified assets acquired and liabilities assumed.

Auditing the Company's accounting for its acquisition of PLH Group, Inc. was complex due to the significant estimation uncertainty in the Company’s determination of the $88.9 million fair value of identified intangible assets, which consisted of customer relationships and tradenames. The significant estimation uncertainty was primarily due to the complexity of the valuation models used to measure the fair value of the identified intangible assets and the sensitivity of the respective fair value estimates to the significant underlying assumptions. The significant underlying assumptions used to estimate the fair value of the identified intangible assets included the customer attrition rates, discount rates, revenue growth rates, and royalty rates. Based on the significant judgment required by management and high degree of subjectivity involved in the determination of these assumptions, which in turn led to a high degree of auditor judgment, effort and subjectivity in performing procedures and evaluating audit evidence, we have identified the valuation of acquired intangible assets as a critical audit matter.

The primary procedures we performed to address this critical audit matter included:

- Tested the design and operating effectiveness of internal controls over the corporate acquisition cycle, including those related to the significant inputs and assumptions used in determining the fair value estimates of the acquired intangible assets.
- Evaluated the Company’s methodology used to estimate the fair value of the customer relationships and tradenames, including involving our valuation specialists to assist with the evaluation of the methodology used by the Company and of certain assumptions and conclusions included in the fair value estimates. For example, our valuation specialists performed independent analysis to assess the reasonableness of the acquired entity’s discount rate as it related to the valuation of the customer relationships and tradenames.
- Evaluated the significant assumptions used by the Company, including projected financial information of the acquired entity, which primarily related to revenue growth and customer attrition rates, including testing the completeness and accuracy of the underlying data supporting the significant assumptions and estimates. Specifically, when evaluating the assumptions related to the revenue growth rates, customer attrition rates, and changes in the business that would drive these forecasted rates, we compared the assumptions to industry trends, historical rates, and subsequent results to evaluate management’s estimates as of the date of the transaction.

/s/ Moss Adams LLP

San Diego, California
February 27, 2023

We have served as the Company’s auditor since 2006.

PRIMORIS SERVICES CORPORATION
CONSOLIDATED BALANCE SHEETS
(In Thousands, Except Share Amounts)

	December 31, 2022	December 31, 2021
ASSETS		
Current assets:		
Cash and cash equivalents	$ 248,692	$ 200,512
Accounts receivable, net	663,119	471,656
Contract assets	616,224	423,659
Prepaid expenses and other current assets	176,350	86,263
Total current assets	1,704,385	1,182,090
Property and equipment, net	493,859	433,279
Operating lease assets	202,801	158,609
Deferred tax assets	—	1,307
Intangible assets, net	249,381	171,320
Goodwill	871,808	581,664
Other long-term assets	21,786	15,058
Total assets	$ 3,544,020	$ 2,543,327
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 534,956	$ 273,463
Contract liabilities	275,947	240,412
Accrued liabilities	245,837	174,821
Dividends payable	3,187	3,192
Current portion of long-term debt	78,137	67,230
Total current liabilities	1,138,064	759,118
Long-term debt, net of current portion	1,065,315	594,232
Noncurrent operating lease liabilities, net of current portion	130,787	98,059
Deferred tax liabilities	57,101	38,510
Other long-term liabilities	43,915	63,353
Total liabilities	2,435,182	1,553,272
Commitments and contingencies (See Note 12)		
Stockholders' equity		
Common stock—$0.0001 par value; 90,000,000 shares authorized; 53,124,899 and 53,194,585 issued and outstanding at December 31, 2022 and December 31, 2021, respectively	6	6
Additional paid-in capital	263,771	261,918
Retained earnings	847,681	727,433
Accumulated other comprehensive income	(2,620)	698
Total stockholders' equity	1,108,838	990,055
Total liabilities and stockholders' equity	$ 3,544,020	$ 2,543,327

See accompanying notes.

PRIMORIS SERVICES CORPORATION
CONSOLIDATED STATEMENTS OF INCOME
(In Thousands, Except Per Share Amounts)

	Year Ended December 31,		
	2022	2021	2020
Revenue	$ 4,420,599	$ 3,497,632	$ 3,491,497
Cost of revenue	3,963,714	3,080,972	3,121,283
Gross profit	456,885	416,660	370,214
Selling, general and administrative expenses	281,577	230,110	202,835
Transaction and related costs	20,054	16,399	3,430
Gain on sale and leaseback transaction	(40,084)	—	—
Operating income	195,338	170,151	163,949
Other income (expense):			
Foreign exchange gain (loss), net	1,088	(95)	379
Other income, net	2,072	299	1,234
Interest expense, net	(39,212)	(18,498)	(19,923)
Income before provision for income taxes	159,286	151,857	145,639
Provision for income taxes	(26,265)	(36,118)	(40,656)
Net income	133,021	115,739	104,983
Dividends per common share	$ 0.24	$ 0.24	$ 0.24
Earnings per share:			
Basic	$ 2.50	$ 2.19	$ 2.17
Diluted	$ 2.47	$ 2.17	$ 2.16
Weighted average common shares outstanding:			
Basic	53,200	52,674	48,303
Diluted	53,759	53,161	48,633

See accompanying notes.

PRIMORIS SERVICES CORPORATION
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In Thousands)

	Year Ended December 31,		
	2022	**2021**	**2020**
Net income	$ 133,021	$ 115,739	$ 104,983
Other comprehensive (loss) income, net of tax:			
Foreign currency translation adjustments	(3,318)	(260)	882
Comprehensive income	$ 129,703	$ 115,479	$ 105,865

See accompanying notes.

PRIMORIS SERVICES CORPORATION
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(In Thousands, Except Share Amounts)

	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity
Balance, December 31, 2019	48,665,138	$ 5	$ 97,130	$ 532,319	$ 76	$ 629,530
Net income	—	—	—	104,983	—	104,983
Foreign currency translation adjustments, net of tax	—	—	—	—	882	882
Issuance of shares, net of issuance costs	82,452	—	1,710	—	—	1,710
Conversion of Restricted Stock Units, net of shares withheld for taxes	57,112	—	(572)	—	—	(572)
Stock-based compensation	—	—	2,274	—	—	2,274
Dividend equivalent Units accrued - Restricted Stock Units	—	—	9	(9)	—	—
Purchase of stock	(694,260)	—	(11,453)	—	—	(11,453)
Distribution of noncontrolling entities	—	—	—	(1,000)	—	(1,000)
Dividends declared ($0.24 per share)	—	—	—	(11,562)	—	(11,562)
Balance, December 31, 2020	48,110,442	$ 5	$ 89,098	$ 624,731	$ 958	$ 714,792
Net income	—	—	—	115,739	—	115,739
Foreign currency translation adjustments, net of tax	—	—	—	—	(260)	(260)
Issuance of shares, net of issuance costs	5,597,216	1	178,474	—	—	178,475
Conversion of Restricted Stock Units, net of shares withheld for taxes	122,690	—	(1,398)	—	—	(1,398)
Stock-based compensation	—	—	10,462	—	—	10,462
Dividend equivalent Units accrued - Restricted Stock Units	—	—	2	(2)	—	—
Purchase of stock	(635,763)	—	(14,720)	—	—	(14,720)
Distribution of noncontrolling entities	—	—	—	(165)	—	(165)
Dividends declared ($0.24 per share)	—	—	—	(12,870)	—	(12,870)
Balance, December 31, 2021	53,194,585	$ 6	$ 261,918	$ 727,433	$ 698	$ 990,055
Net income	—	—	—	133,021	—	133,021
Foreign currency translation adjustments, net of tax	—	—	—	—	(3,318)	(3,318)
Issuance of shares, net of issuance costs	75,805	—	1,726	—	—	1,726
Conversion of Restricted Stock Units, net of shares withheld for taxes	131,709	—	(1,324)	—	—	(1,324)
Stock-based compensation	—	—	7,441	—	—	7,441
Purchase of stock	(277,200)	—	(5,990)	—	—	(5,990)
Dividends declared ($0.24 per share)	—	—	—	(12,773)	—	(12,773)
Balance, December 31, 2022	53,124,899	$ 6	$ 263,771	$ 847,681	$ (2,620)	$ 1,108,838

See accompanying notes.

PRIMORIS SERVICES CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In Thousands)

	Year Ended December 31,		
	2022	2021	2020
Cash flows from operating activities:			
Net income	$ 133,021	$ 115,739	$ 104,983
Adjustments to reconcile net income to net cash provided by operating activities (net of effect of acquisitions):			
Depreciation and amortization	99,157	105,559	82,497
Stock-based compensation expense	7,441	10,462	2,274
Gain on sale of property and equipment	(31,890)	(15,921)	(8,059)
Gain on sale and leaseback transaction	(40,084)	—	—
Unrealized (gain) loss on interest rate swap	(5,581)	(4,859)	2,762
Other non-cash items	277	1,381	374
Changes in assets and liabilities:			
Accounts receivable	(98,724)	10,540	(30,035)
Contract assets	(118,806)	(66,999)	19,288
Other current assets	(70,275)	(54,725)	13,562
Net deferred tax liabilities (assets)	14,695	25,564	(5,080)
Other long-term assets	932	(1,683)	2,170
Accounts payable	191,532	15,701	9,577
Contract liabilities	(7,869)	(29,111)	74,791
Operating lease assets and liabilities, net	(505)	(2,605)	747
Accrued liabilities	5,707	(24,700)	20,142
Other long-term liabilities	4,318	(4,596)	23,008
Net cash provided by operating activities	83,346	79,747	313,001
Cash flows from investing activities:			
Purchase of property and equipment	(94,690)	(133,842)	(64,357)
Proceeds from sale of assets	41,302	49,548	21,851
Proceeds from sale and leaseback transaction, net of related expenses	49,887	—	—
Cash paid for acquisitions, net of cash and restricted cash acquired	(478,438)	(606,974)	—
Net cash used in investing activities	(481,939)	(691,268)	(42,506)
Cash flows from financing activities:			
Borrowings under revolving lines of credit	188,560	100,000	—
Payments on revolving lines of credit	(88,560)	(100,000)	—
Proceeds from issuance of long-term debt	469,531	461,719	33,873
Payments on long-term debt	(86,769)	(113,851)	(68,884)
Proceeds from issuance of common stock	585	178,707	578
Debt issuance costs	(6,643)	(4,876)	—
Dividends paid	(12,778)	(12,565)	(11,594)
Purchase of common stock	(5,990)	(14,720)	(11,453)
Other	(5,893)	(8,681)	(5,343)
Net cash provided by (used in) financing activities	452,043	485,733	(62,823)
Effect of exchange rate changes on cash, cash equivalents and restricted cash	(102)	456	(140)
Net change in cash, cash equivalents and restricted cash	53,348	(125,332)	207,532
Cash, cash equivalents and restricted cash at beginning of the year	205,643	330,975	123,443
Cash, cash equivalents and restricted cash at end of the year	$ 258,991	$ 205,643	$ 330,975

See accompanying notes

PRIMORIS SERVICES CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)
(In Thousands)

SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION

	Year Ended December 31,		
	2022	2021	2020
Cash paid for interest	$ 37,177	$ 22,224	$ 17,216
Cash paid for income taxes, net of refunds received	3,574	39,256	26,594
Leased assets obtained in exchange for new operating leases	98,127	17,149	54,803

SUPPLEMENTAL DISCLOSURE OF NONCASH INVESTING AND FINANCING ACTIVITIES

	Year Ended December 31,		
	2022	2021	2020
Dividends declared and not yet paid	$ 3,187	$ 3,192	$ 2,887

See accompanying notes.

Note 1—Nature of Business

Organization and operations — Primoris Services Corporation is one of the leading providers of specialty contracting services operating mainly in the United States and Canada. We provide a wide range of specialty construction services, maintenance, replacement, fabrication and engineering services to a diversified base of customers through our three segments.

We have longstanding customer relationships with utility, refining, petrochemical, power, midstream, and engineering companies, and state departments of transportation. We provide our services to a diversified base of customers, under a range of contracting options. A portion of our services are provided under Master Service Agreements ("MSA"), which are generally multi-year agreements. The remainder of our services are generated from contracts for specific construction or installation projects.

We are incorporated in the State of Delaware, and our corporate headquarters are located at 2300 N. Field Street, Suite 1900, Dallas, Texas 75201. Unless specifically noted otherwise, as used throughout these consolidated financial statements, "Primoris", "the Company", "we", "our", "us" or "its" refers to the business, operations and financial results of the Company and its wholly-owned subsidiaries.

Reportable Segments — Our reportable segments include the Utilities segment, the Energy/Renewables segment and the Pipeline segment. See Note 13 – *"Reportable Segments"* for a brief description of the reportable segments and their operations.

The classification of revenue and gross profit for segment reporting purposes can at times require judgment on the part of management. Our segments may perform services across industries or perform joint services for customers in multiple industries. To determine reportable segment gross profit, certain allocations, including allocations of shared and indirect costs, such as facility costs, equipment costs and indirect operating expenses were made.

Seasonality — Our results of operations are subject to quarterly variations. Some of the variation is the result of weather, particularly rain, ice, snow, and named storms, which can impact our ability to perform construction and specialty services. These seasonal impacts can affect revenue and profitability in all of our businesses. Any quarter can be affected either negatively or positively by atypical weather patterns in any part of the country. In addition, demand for new projects in our Utilities segment tends to be lower during the early part of the calendar year due to clients' internal budget cycles. As a result, we usually experience higher revenue and earnings in the second, third and fourth quarters of the year as compared to the first quarter.

Variability — Our project values range in size from several hundred dollars to several hundred million dollars. The bulk of our work is comprised of project sizes that average less than $3.0 million. We also perform large construction projects which tend not to be seasonal, but can fluctuate from year to year based on customer timing, project duration, weather, and general economic conditions. Our business may be affected by declines or delays in new projects or by client project schedules. Because of the cyclical nature of our business, the financial results for any period may fluctuate from prior periods, and our financial condition and operating results may vary from quarter to quarter. Results from one quarter may not be indicative of financial condition or operating results for any other quarter or for an entire year.

Note 2—Summary of Significant Accounting Policies

Basis of presentation —The accompanying consolidated financial statements were prepared in accordance with accounting principles generally accepted in the United States ("GAAP") and the financial statement rules and regulations of the Securities and Exchange Commission ("SEC"). References for Financial Accounting Standards Board ("FASB") standards are made to the FASB Accounting Standards Codification ("ASC").

Principles of consolidation —The accompanying Consolidated Financial Statements include the accounts of Primoris and our wholly-owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation.

Reclassification —Certain previously reported amounts have been reclassified to conform to the current year presentation.

Restricted cash — Restricted cash consists primarily of cash balances that are restricted as to withdrawal or usage and contract retention payments made by customers into escrow bank accounts and are included in prepaid expenses and other current assets in our Consolidated Balance Sheets. Escrow cash accounts are released to us by customers as projects are completed in accordance with contract terms. As a result of the PLH acquisition (as defined below), we acquired cash pledged to secure letters of credit, which is recorded as restricted cash at December 31, 2022. The following table provides a reconciliation of cash, cash equivalents and restricted cash reported within the Consolidated Balance Sheets to the totals of such amounts shown in the Consolidated Statements of Cash Flows (in thousands):

	December 31,			
	2022	2021	2020	2019
Cash and cash equivalents	$ 248,692	$ 200,512	$ 326,744	$ 120,286
Restricted cash included in prepaid expenses and other current assets	10,299	5,131	4,231	3,157
Total cash, cash equivalents and restricted cash shown in the consolidated statements of cash flows	$ 258,991	$ 205,643	$ 330,975	$ 123,443

Use of estimates —The preparation of our Consolidated Financial Statements in conformity with GAAP requires management 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 consolidated financial statements and the reported amounts of revenue and expenses during the reporting periods. As a construction contractor, we use estimates for costs to complete construction projects and the contract value of certain construction projects. These estimates have a direct effect on gross profit as reported in these consolidated financial statements. Actual results could materially differ from our estimates.

Operating cycle — In the accompanying Consolidated Balance Sheets, assets and liabilities relating to long-term construction contracts (e.g. contract assets and contract liabilities) are considered current assets and current liabilities, since they are expected to be realized or liquidated in the normal course of contract completion, although completion may require more than one calendar year.

Consequently, we have significant working capital invested in assets that may have a liquidation period extending beyond one year. We have claims receivable and retention due from various customers and others that are currently in dispute, the realization of which is subject to binding arbitration, final negotiation or litigation, all of which may extend beyond one calendar year.

Cash and cash equivalents —We consider all highly liquid investments with an original maturity of three months or less when purchased as cash equivalents.

Business combinations—Business combinations are accounted for using the acquisition method of accounting. We use the fair value of the assets acquired and liabilities assumed to account for the purchase price of businesses. The determination of fair value requires estimates and judgments of future cash flow expectations to assign fair values to the identifiable tangible and intangible assets. GAAP provides a "measurement period" of up to one year in which to finalize all fair value estimates associated with the acquisition of a business. Most estimates are preliminary until the end of the measurement period. During the measurement period, any material, newly discovered information that existed at the acquisition date would be reflected as an adjustment to the initial valuations and estimates. After the measurement period, any adjustments would be recorded as a current period income or expense.

Contingent Earnout Liabilities—As part of certain acquisitions, we agreed to pay cash to certain sellers upon meeting specific operating performance targets for specified periods subsequent to the acquisition date. Each quarter we evaluate the fair value of the estimated contingency and record a non-operating charge for the change in the fair value. Upon meeting the target, we reflect the full liability on the balance sheet and record a charge to *"Other income (expense), net"* for the change in the fair value of the liability from the prior period.

Goodwill and other intangible assets—We account for goodwill in accordance with ASC 350, "*Intangibles — Goodwill and Other*". Under ASC 350, goodwill is subject to an annual impairment test, which we perform as of the first day of the fourth quarter of each year, with more frequent testing if indicators of potential impairment exist. The impairment review is performed at the reporting unit level for those units with recorded goodwill. Our qualitative assessment is used to determine whether it is more likely than not (that is, a likelihood of more than 50 percent) that the fair value of the reporting unit is less than its carrying value, including goodwill. Factors used in our qualitative assessment include, but are not limited to, macroeconomic conditions, industry and market conditions, cost factors, overall financial performance and Company and reporting unit specific events. If deemed necessary, we use the quantitative impairment test outlined in ASC 350, which compares 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 financial plan 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 impaired and an impairment loss is recognized in an amount equal to that excess, limited to the total amount of goodwill of the reporting unit.

Income tax—Current income tax expense is the amount of income taxes expected to be paid for the financial results of the current year. A deferred tax liability or asset is established for the expected future tax consequences resulting from the differences in financial reporting bases and tax bases of assets and liabilities using enacted tax rates in effect for the years in which the differences are expected to reverse. A valuation allowance is provided if it is more likely than not that some or all of the deferred tax assets will not be realized. We provide for uncertain tax positions when such tax positions do not meet the recognition thresholds or measurement standards as set forth in ASC 740, *"Income Taxes"*. The difference between a tax position taken or expected to be taken on our income tax returns and the benefit recognized in our financial statements is referred to as an unrecognized tax benefit. Amounts for uncertain tax positions are adjusted in periods when new information becomes available or when positions are effectively settled. We recognize accrued interest and penalties related to uncertain tax positions, if any, as a component of income tax expense.

As a result of the Tax Cuts and Jobs Act (the "Tax Act") new taxes were created on certain foreign earnings. Namely, U.S. shareholders are now subject to a current tax on global intangible low-taxed income ("GILTI") earned by specified foreign subsidiaries. Available guidance related to GILTI provides for an accounting policy election to either recognize deferred taxes for temporary basis differences expected to reverse as GILTI in future years, or provide for the tax expense related to GILTI in the year the tax is incurred as a period expense. We have elected to recognize the current tax on GILTI as an expense in the period the tax is incurred. The current tax impacts of GILTI are included in our effective tax rate.

Comprehensive income—We account for comprehensive income in accordance with ASC 220, "*Comprehensive Income*", which specifies the computation, presentation and disclosure requirements for comprehensive income (loss). Comprehensive income (loss) consists of net income (loss) and foreign currency translation adjustments, primarily from fluctuations in foreign currency exchange rates of our foreign subsidiaries with a functional currency other than the U.S. dollar.

Functional currencies and foreign currency translation— For foreign operations where substantially all monetary transactions are in the local currency, we use the local currency as our functional currency. The effects of translating financial statements of foreign operations into our reporting currency are recognized as a cumulative translation adjustment, net of tax in *"Accumulated other comprehensive income"* in the Consolidated Statements of Stockholders' Equity. For certain foreign operations where substantially all monetary transactions are made in United States dollars, we use the U.S. dollar as our functional currency, with gains or losses on translation recorded in income in the period in which they are incurred. Gains or losses on foreign currency transactions are recorded in income in the period in which they are incurred.

Partnerships and joint ventures — We are periodically a member of a partnership or a joint venture. These partnerships or joint ventures are used primarily for the execution of single contracts or projects. Our ownership can vary from a small noncontrolling ownership to a significant ownership interest. We evaluate each partnership or joint venture to determine whether the entity is considered a variable interest entity ("VIE") as defined in ASC 810, *"Consolidation"*, and if a VIE, whether we are the primary beneficiary of the VIE, which would require us to consolidate the VIE in our financial statements. When consolidation occurs, we account for the interests of the other parties as a noncontrolling interest and disclose the net income attributable to noncontrolling interests.

Cash concentration—We place our cash in demand deposit accounts and short-term U.S. Treasury bonds. At December 31, 2022 and 2021, we had cash balances of $248.7 million and $200.5 million, respectively. Our cash balances are held in high credit quality financial institutions in order to mitigate the risk of holding funds not backed by the federal government or in excess of federally backed limits.

Collective bargaining agreements—Approximately 23.8% of our hourly employees, primarily consisting of field laborers, were covered by collective bargaining agreements in 2022. Upon renegotiation of such agreements, we could be exposed to increases in hourly costs and work stoppages. Of the 89 collective bargaining agreements to which we are a party to, 22 will require renegotiation during 2023. We have not had a significant work stoppage in more than 20 years.

Multiemployer plans — Various subsidiaries are signatories to collective bargaining agreements. These agreements require that we participate in and contribute to a number of multiemployer benefit plans for our union employees at rates determined by the agreements. The trustees for each multiemployer plan determine the eligibility and allocations of contributions and benefit amounts, determine the types of benefits and administer the plan. Federal law requires that if we were to withdraw from an agreement, we would incur a withdrawal obligation. The potential withdrawal obligation may be significant. In accordance with GAAP, any withdrawal liability would be recorded when it is probable that a liability exists and can be reasonably estimated. We have no plans to withdraw from any agreements.

Insurance—We self-insure worker's compensation and general liability up to $0.5 million per claim. We maintained a self-insurance reserve totaling $45.7 million and $31.0 million at December 31, 2022 and 2021, respectively, with the current portion recorded to "Accrued liabilities" and the long-term portion recorded to "Other long-term liabilities" on the Consolidated Balance Sheets. Claims administration expenses are charged to current operations as incurred. Our accruals are based on judgment and the probability of losses, with the assistance of third-party actuaries. Actual payments that may be made in the future could materially differ from such reserves.

Derivative instruments and hedging activities — We recognize all derivative instruments as either assets or liabilities on the balance sheet at their respective fair values. Our use of derivatives currently consists of interest rate swap agreements. The interest rate swap agreements were entered into to improve the predictability of cash flows from interest payments related to variable rate debt for the duration of the term loan, and is not designated as a hedge for accounting purposes. Therefore, the change in the fair value of the derivative asset or liability is reflected in net income in the Consolidated Statements of Income (mark-to-market accounting). Cash flows from derivatives settled are reported as cash flow from operating activities.

Accounts receivable—Accounts receivable and contract receivables are primarily with public and private companies and governmental agencies located in the United States and Canada. Credit terms for payment of products and services are extended to customers in the normal course of business. Contract receivables are generally progress billings on projects, and as a result, are short term in nature. Generally, we require no collateral from our customers, but file statutory liens or stop notices on any construction projects when collection problems are anticipated. While a project is underway, we estimate the collectability of contract amounts at the same time that we estimate project costs. As discussed in Note 5 — *"Revenue"*, realization of the eventual cash collection may be recognized as adjustments to the contract revenue and profitability. We provide an allowance for credit losses to estimate losses from uncollectible accounts. Under this method an allowance is recorded based upon historical experience and management's evaluation of, among other factors, current and reasonably supportable expected future economic conditions and the customer's willingness or ability to pay. Receivables are written off in the period deemed uncollectible. The allowance for credit losses at December 31, 2022 and 2021 was $2.0 million and $2.9 million, respectively.

Significant revision in contract estimates — We recognize revenue over time for contracts where scope is adequately defined, and therefore we can reasonably estimate total contract value. Under this method, the costs incurred to date as a percentage of total estimated costs are used to calculate revenue. Total estimated costs, and thus contract revenue and margin, are impacted by many factors, which can cause significant changes in estimates during the life cycle of a project. For projects that were in process at the end of the prior year, there can be a difference in revenue and profit that would have been recognized in the prior year had current year estimates of costs to complete been known at the end of the prior year. During the year ended December 31, 2022, certain contracts had revisions in cost estimates from those projected at December 31, 2021. This change in estimate resulted in a decrease in net income of $9.8 million, or $0.18 per share (basic and diluted, respectively) for the year ended December 31, 2022.

Customer concentration — We operate in multiple industry segments encompassing the construction of commercial, utility, industrial and public works infrastructure assets primarily throughout the United States. Typically, the top ten customers in any one calendar year account for approximately 40.0% to 50.0% of total revenue; however, the group that comprises the top ten customers varies from year to year. For the years ended December 31, 2022, 2021 and 2020, approximately 46.1%, 42.9% and 47.0%, respectively, of total revenue was generated from our top ten customers in each year. In each of the years, a different group of customers comprised the top ten customers by revenue, and no one customer accounted for more than 10% of total revenue.

Property and equipment—Property and equipment are recorded at cost and are depreciated using the straight-line method over the estimated useful lives of the related assets, usually ranging from three to thirty years. Maintenance and repairs are charged to expense as incurred. Significant renewals and betterments are capitalized. At the time of retirement or other disposition of property and equipment, the cost and accumulated depreciation are removed from the accounts, and any resulting gain or loss is reflected in operating income.

We assess the recoverability of property and equipment whenever events or changes in business circumstances indicate that the carrying amount of the asset may not be fully recoverable. We perform an analysis to determine if an impairment exists. The amount of property and equipment impairment, if any, is measured based on fair value and is charged to operations in the period in which the impairment is determined by management. For the years ended December 31, 2022, 2021 and 2020, our management has not identified any material impairment of its property and equipment.

Depreciation — Effective January 1, 2022, we changed our estimates of the useful lives of certain equipment to better reflect the estimated periods during which these assets will remain in service. The estimated useful lives of equipment that previously ranged three to seven years were increased to a range of three to ten years. The effect of this change in estimate reduced depreciation expense by $19.3 million, increased net income by $16.1 million, and increased basic and diluted earnings per share by $0.30 for the year ended December 31, 2022.

Taxes collected from customers—Sales and use taxes collected from our customers are recorded on a net basis.

Share-based payments and stock-based compensation—In May 2013, the shareholders approved and we adopted the Primoris Services Corporation 2013 Long-term Incentive Equity Plan ("Equity Plan"). Detailed discussion of shares issued under the Equity Plan are included in Note 16 — *"Deferred Compensation Agreements and Stock-Based Compensation"* and in Note 19— *"Stockholders' Equity"*. Such share issuances include grants of Restricted Stock Units ("RSU") to executives, certain senior managers and issuances of stock to non-employee members of the Board of Directors.

Recently Issued Accounting Pronouncements

In October 2021, the FASB issued ASU No.2021-08, "Business Combinations (Topic 805): Accounting for Contract Assets and Contract Liabilities from Contracts with Customers" which changes the accounting for contract assets and liabilities acquired in a business combination by requiring an acquiring entity to measure contract assets and liabilities in accordance with FASB Accounting Standards Codification 606, Revenue from Contracts with Customers. This ASU is effective for fiscal years beginning after December 15, 2022, and interim periods within those fiscal years with early adoption permitted. The amendments should be applied prospectively to business combinations occurring on or after the effective date. We adopted the new standard on January 1, 2023, on a prospective basis and it did not have a material impact on our consolidated financial position, results of operations or cash flows.

Other new pronouncements issued but not effective until after December 31, 2022 are not expected to have a material impact on our consolidated results of operations, financial position or cash flows.

Note 3—Fair Value Measurements

ASC 820, "*Fair Value Measurements and Disclosures*" defines fair value, establishes a framework for measuring fair value in GAAP and requires certain disclosures about fair value measurements. ASC 820 addresses fair value GAAP for financial assets and financial liabilities that are remeasured and reported at fair value at each reporting period and for non-financial assets and liabilities that are remeasured and reported at fair value on a non-recurring basis.

In general, fair values determined by Level 1 inputs use quoted prices (unadjusted) in active markets for identical assets or liabilities. Fair values determined by Level 2 inputs use data points that are observable such as quoted prices, interest rates and yield curves. Fair values determined by Level 3 inputs are "unobservable data points" for the asset or liability and include situations where there is little, if any, market activity for the asset or liability.

The following table presents, for each of the fair value hierarchy levels identified under ASC 820, our financial assets and certain liabilities that are required to be measured at fair value at December 31, 2022 and 2021 (in thousands):

	Fair Value Measurements at Reporting Date		
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets as of December 31, 2022:			
Cash and cash equivalents	$ 248,692	$ —	$ —
Interest rate swap	—	1,235	—
Liabilities as of December 31, 2022:			
Contingent consideration	—	—	925
Assets as of December 31, 2021:			
Cash and cash equivalents	200,512	—	—
Liabilities as of December 31, 2021:			
Interest rate swap	$ —	$ 4,346	$ —

Other financial instruments not listed in the table consist of accounts receivable, accounts payable and certain accrued liabilities. These financial instruments generally approximate fair value based on their short-term nature. The carrying value of our long-term debt approximates fair value based on a comparison with current prevailing market rates for loans of similar risks and maturities.

The interest rate swap is measured at fair value using the income approach, which discounts the future net cash settlements expected under the derivative contracts to a present value. These valuations primarily utilize indirectly observable inputs, including contractual terms, interest rates and yield curves observable at commonly quoted intervals. See Note 10 – "*Derivative Instruments*" for additional information.

On a quarterly basis, we assess the estimated fair value of the contractual obligation to pay the contingent consideration and any changes in estimated fair value are recorded as non-operating income or expense in our Statement of Income. Fair value is determined utilizing a discounted cash flow analysis based on management's estimate of the probability of the acquired company meeting the contractual operating performance target discounted using our weighted average cost of capital. Significant changes in either management's estimate of the probability of meeting the performance target or our estimated discount rate would result in a different fair value measurement. Generally, a change in the assumption of the probability of meeting the performance target is accompanied by a directionally similar change in the fair value of contingent consideration liability, whereas a change in assumption of the estimated discount rate is accompanied by a directionally opposite change in the fair value of contingent consideration liability.

Upon meeting the target, we reflect the full liability on the balance sheet and record an adjustment to "Other income (expense), net" for the change in the fair value of the liability from the prior period.

The March 1, 2022 acquisition of Alberta Screw Piles, Ltd. ("ASP") (as discussed in Note 4 – "*Business Combinations*") includes an earnout of up to $3.2 million, contingent upon meeting certain performance targets over the one-year periods ending March 1, 2023 and March 1, 2024, respectively. The estimated fair value of the contingent consideration on the acquisition date was $2.8 million. Under ASC 805, "Business Combinations" ("ASC 805"), we are required to estimate the fair value of contingent consideration based on facts and circumstances that existed as of the acquisition date and remeasure to fair value at each reporting date until the contingency is resolved. As a result of that remeasurement, we reduced the fair value of the contingent consideration in the fourth quarter of 2022 related to the ASP performance target contemplated in their purchase agreement, and decreased the liability by $1.9 million with a corresponding increase in non-operating income.

Note 4—Business Combinations

Acquisition of PLH

On August 1, 2022, we acquired PLH Group, Inc. ("PLH") in an all-cash transaction valued at approximately $438.3 million, net of cash acquired (the "PLH acquisition"). PLH is a utility-focused specialty construction company with concentrations in growing regions of the United States. The transaction directly aligns with our strategic focus on higher-growth, higher margin markets and expands our capabilities in the power delivery, communications, and gas utilities markets. The total purchase price was funded through a combination of borrowings under our term loan facility and borrowings under our revolving credit facility.

The table below represents the purchase consideration and the preliminary estimated fair values of the assets acquired and liabilities assumed from PLH as of the acquisition date. Significant changes since our initial estimates reported in the third quarter of 2022 primarily relate to $18.4 million of project adjustments increasing the fair value of contract liabilities acquired, a $13.7 million reduction in the fair value of acquired intangibles, a $6.0 million reduction in deferred tax assets and a $4.9 million reduction in the fair value of fixed assets acquired. As a result of this and other adjustments to the initial estimated fair values of the assets acquired and liabilities assumed, goodwill increased by approximately $49.2 million since the third quarter of 2022. The final determination of fair value for certain assets and liabilities is subject to further change and will be completed as soon as the information necessary to complete the analysis is obtained. These amounts, which may differ materially from these preliminary estimates, will continue to be refined during the one-year measurement period, as defined in ASC 805, which ends during the third quarter of 2023. The primary areas of the preliminary estimates that are not yet finalized relate to property, plant and equipment, contract assets and liabilities, deferred income taxes, uncertain tax positions, the fair value of certain contractual obligations, and accounts receivable. Consideration amounts are also subject to changes resulting from the finalization of post-closing working capital adjustments (inclusive of cash).

Purchase consideration (in thousands)		
Total purchase consideration	$	481,493
Less cash and restricted cash acquired		(43,152)
Net cash paid	$	438,341

Identifiable assets acquired and liabilities assumed (in thousands)		
Cash, cash equivalents and restricted cash	$	43,152
Accounts receivable		74,918
Contract assets		75,359
Prepaid expenses and other current assets		13,590
Property, plant and equipment		58,587
Operating lease assets		16,340
Intangible assets:		
Customer relationships		77,300
Tradename		11,600
Other long-term assets		6,466
Accounts payable and accrued liabilities		(103,015)
Contract liabilities		(43,853)
Long-term debt (including current portion)		(3,313)
Noncurrent operating lease liabilities, net of current		(12,004)
Deferred tax liability		(5,234)
Other long-term liabilities		(4,136)
Total identifiable net assets		205,757
Goodwill		275,736
Total purchase consideration	$	481,493

We incorporated the majority of the PLH operations into our Utilities segment with the remaining operations going to our Energy/Renewables and Pipeline segments. Goodwill associated with the PLH acquisition principally consists of expected benefits from the expansion of our services into the utilities market and the expansion of our geographic presence. Goodwill also includes the value of the assembled workforce. Based on the current tax treatment, goodwill is not expected to be deductible for income tax purposes.

The intangible assets acquired with the PLH acquisition consisted of Customer relationships of $77.3 million and Tradenames of $11.6 million. The Customer relationships and Tradenames are being amortized over a weighted average useful life of

15 years and 1.9 years, respectively. For the period from August 1, 2022, the acquisition date, to December 31, 2022, PLH contributed revenue of $367.9 million and gross profit of $38.2 million.

Acquisition costs related to PLH were $15.7 million for the year ended December 31, 2022, and are included in "Transaction and related costs" on the Condensed Consolidated Statements of Income. Such costs primarily consisted of professional fees paid to advisors.

Acquisition of B Comm, LLC

On June 8, 2022 we acquired B Comm, LLC ("B Comm") in an all-cash transaction valued at approximately $36.0 million, net of cash acquired. B Comm is a provider of maintenance, repair, upgrade and installation services to the communications markets. The transaction directly aligns with the strategy to grow our MSA revenue base and expand our communication services within the utility markets. The preliminary estimated fair values of the assets acquired and liabilities assumed as of the acquisition date consisted of $4.8 million of fixed assets, $13.2 million of working capital, $10.2 million of intangible assets and $10.1 million of goodwill. The final determination of fair value for the assets acquired and liabilities assumed is subject to further change and will be completed as soon as possible, but no later than one year from the acquisition date. The preliminary estimates that are not yet finalized relate to accrued liabilities. We incorporated the operations of B Comm into our Utilities segment. Goodwill associated with the B Comm acquisition principally consists of the value of the assembled workforce. Based on the current tax treatment, goodwill is expected to be deductible for income tax purposes over a 15-year period.

Acquisition of Alberta Screw Piles, Ltd.

On March 1, 2022, we acquired ASP for a cash price of approximately $4.1 million. In addition, the sellers could receive a contingent earnout payment of up to $3.2 million based on achievement of certain operating targets over the one-year periods ending March 1, 2023 and March 1, 2024, respectively. The estimated fair value of the contingent consideration on the acquisition date was $2.8 million. The preliminary estimated fair values of the assets acquired and liabilities assumed as of the acquisition date consisted of $2.6 million of fixed assets and working capital, and $4.3 million of goodwill. The final determination of fair value for the assets acquired and liabilities assumed is subject to further change and will be completed as soon as possible, but no later than one year from the acquisition date. The preliminary estimates that are not yet finalized relate to accounts receivable and accrued liabilities. We incorporated the operations of ASP into our Energy/Renewables segment. Goodwill associated with the ASP acquisition principally consists of the value of the assembled workforce. Based on the current Canadian tax treatment, goodwill is expected to be deductible at a rate of 5% per year.

Acquisition of Future Infrastructure Holdings, LLC.

On January 15, 2021, we acquired Future Infrastructure Holdings, LLC ("FIH") for approximately $604.7 million, net of cash acquired. FIH is a provider of non-discretionary maintenance, repair, upgrade, and installation services to the communications, regulated gas utility, and infrastructure markets. FIH furthers our strategic plan to expand our service lines, enter new markets, and grow our MSA revenue base. The transaction directly aligns with our strategy to grow in large, higher growth, higher margin markets, and expands our utility services capabilities.

During the fourth quarter of 2021, we finalized the estimate of fair values of the assets acquired and liabilities assumed of FIH. The tables below represent the purchase consideration and estimated fair values of the assets acquired and liabilities assumed. Significant changes since our initial estimates reported in the first quarter of 2021 primarily relate to a $6.5 million reduction in the purchase consideration for the final working capital true-up and a $4.0 million increase in the final valuation of intangible assets. As a result of these and other adjustments to the initial estimated fair values of the assets acquired and liabilities assumed, goodwill decreased by approximately $7.2 million since the first quarter of 2021. Adjustments recorded to the estimated fair values of the assets acquired and liabilities assumed are recognized in the period in which the adjustments are determined and calculated as if the accounting had been completed as of the acquisition date.

Purchase consideration (in thousands)		
Total purchase consideration	$	615,249
Less cash and restricted cash acquired		(10,525)
Net cash paid	$	604,724

Identifiable assets acquired and liabilities assumed (in thousands)		
Cash and cash equivalents	$	10,525
Accounts receivable		54,337
Contract assets		32,343
Prepaid expenses and other current assets		483
Property, plant and equipment		56,128
Operating lease assets		13,105
Intangible assets:		
Customer relationships		122,000
Tradename		4,400
Other long-term assets		6,976
Accounts payable and accrued liabilities		(29,838)
Contract liabilities		(2,256)
Long-term debt (including current portion)		(959)
Noncurrent operating lease liabilities, net of current		(10,975)
Other long-term liabilities		(7,581)
Total identifiable net assets		248,688
Goodwill		366,561
Total purchase consideration	$	615,249

We incorporated the operations of FIH into our Utilities segment. Goodwill associated with the FIH acquisition principally consists of expected benefits from the expansion of our services into the communications market and the expansion of our geographic presence. Goodwill also includes the value of the assembled workforce. Based on the current tax treatment, goodwill is expected to be deductible for income tax purposes over a 15-year period.

The intangible assets acquired with the FIH acquisition consisted of Customer relationships of $122.0 million and Tradenames of $4.4 million. The Customer relationships and Tradenames are being amortized over a weighted average useful life of 19 years and one year, respectively.

For the period from January 15, 2021, the acquisition date, to December 31, 2021, FIH contributed revenue of $266.6 million and gross profit of $43.6 million.

Acquisition related costs were $14.6 million for the year ended December 31, 2021, and are included in "Transaction and related costs" on the Consolidated Statements of Income. Such costs primarily consisted of professional fees paid to advisors and the expense associated with the purchase of Primoris common stock by certain employees of FIH at a 15 percent discount.

Supplemental Unaudited Pro Forma Information for the twelve months ended December 31, 2022 and 2021

The following pro forma information for the twelve months ended December 31, 2022 and 2021 presents our results of operations as if the acquisition of PLH had occurred at the beginning of 2021 and FIH had occurred at the beginning of 2020. The supplemental pro forma information has been adjusted to include:

- the pro forma impact of amortization of intangible assets and depreciation of property, plant and equipment;
- the pro forma impact of nonrecurring transaction and related costs primarily consisting of advisor fees and transaction bonuses payments to select PLH employees directly attributable to the acquisition; and
- the pro forma tax effect of both income before income taxes, and the pro forma adjustments, calculated using an effective tax rate of 16.5% and 23.8% for the twelve months ended December 31, 2022 and 2021, respectively.

The pro forma results are presented for illustrative purposes only and are not necessarily indicative of, or intended to represent, the results that would have been achieved had the PLH and FIH acquisitions been completed on January 1, 2021 and 2020, respectively. For example, the pro forma results do not reflect any operating efficiencies and associated cost savings that we might have achieved with respect to the acquisition (in thousands, except per share amounts):

	Year Ended December 31,	
	2022 (unaudited)	2021 (unaudited)
Revenue	$ 4,814,237	$ 4,138,778
Income before provision for income taxes	149,125	79,421
Net income	124,537	60,543
Weighted average common shares outstanding:		
Basic	53,200	52,674
Diluted	53,759	53,161
Earnings per share:		
Basic	$ 2.34	$ 1.15
Diluted	2.32	1.14

Note 5—Revenue

We generate revenue under a range of contracting types, including fixed-price, unit-price, time and material, and cost reimbursable plus fee contracts, each of which has a different risk profile. A portion of our revenue is derived from contracts where scope is adequately defined, and therefore we can reasonably estimate total contract value. For these contracts, revenue is recognized over time as work is completed because of the continuous transfer of control to the customer (typically using an input measure such as costs incurred to date relative to total estimated costs at completion to measure progress). For certain contracts, where scope is not adequately defined and we can't reasonably estimate total contract value, revenue is recognized either on an input basis, based on contract costs incurred as defined within the respective contracts, or an output basis based on units completed. Costs to obtain contracts are generally not significant and are expensed in the period incurred.

We evaluate whether two or more contracts should be combined and accounted for as one single performance obligation and whether a single contract should be accounted for as more than one performance obligation. ASC 606 defines a performance obligation as a contractual promise to transfer a distinct good or service to a customer. A contract's transaction price is allocated to each distinct performance obligation and recognized as revenue when, or as, the performance obligation is satisfied. Our evaluation requires significant judgment and the decision to combine a group of contracts or separate a contract into multiple performance obligations could change the amount of revenue and profit recorded in a given period. The majority of our contracts have a single performance obligation, as the promise to transfer the individual goods or services is not separately identifiable from other promises in the contract and, therefore, is not distinct. However, occasionally we have contracts with multiple performance obligations. For contracts with multiple performance obligations, we allocate the contract's transaction price to each performance obligation using the observable standalone selling price, if available, or alternatively our best estimate of the standalone selling price of each distinct performance obligation in the contract. The primary method used to estimate standalone selling price is the expected cost plus a margin approach for each performance obligation.

As of December 31, 2022, we had $3.8 billion of remaining performance obligations. We expect to recognize approximately 61.1% of our remaining performance obligations as revenue during the next four quarters and substantially all of the remaining balance in 2024.

Accounting for long-term contracts involves the use of various techniques to estimate total transaction price and costs. For long-term contracts, transaction price, estimated cost at completion and total costs incurred to date are used to calculate revenue earned. Unforeseen events and circumstances can alter the estimate of the costs and potential profit associated with a particular contract. Total estimated costs, and thus contract revenue and income, can be impacted by changes in productivity, scheduling, the unit cost of labor, subcontracts, materials and equipment. Additionally, external factors such as weather, client needs, client delays in providing permits and approvals, labor availability, governmental regulation, politics and pandemics or epidemics may affect the progress of a project's completion, and thus the timing of revenue recognition. To the extent that original cost estimates are modified, estimated costs to complete increase, delivery schedules are delayed, or progress under a contract is otherwise impeded, cash flow, revenue recognition and profitability from a particular contract may be adversely affected.

The nature of our contracts gives rise to several types of variable consideration, including contract modifications (change orders and claims), liquidated damages, volume discounts, performance bonuses, incentive fees, and other terms that can either increase or decrease the transaction price. We estimate variable consideration as the most likely amount to which we expect to be entitled. We include estimated amounts in the transaction price to the extent we believe we have an enforceable right, and it is probable that a significant reversal of cumulative revenue recognized will not occur. Our estimates of variable consideration and the determination of whether to include estimated amounts in the transaction price are based largely on an assessment of our anticipated performance and all information (historical, current and forecasted) that is reasonably available to us at this time.

Contract modifications result from changes in contract specifications or requirements. We consider unapproved change orders to be contract modifications for which customers have not agreed to both scope and price. We consider claims to be contract modifications for which 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. Claims can also be caused by non-customer-caused changes, such as rain or other weather delays. Costs associated with contract modifications are included in the estimated costs to complete the contracts and are treated as project costs when incurred. In most instances, contract modifications are for goods or services that are not distinct, and, therefore, are accounted for as part of the existing contract. The effect of a contract modification on the transaction price, and our measure of progress for the performance obligation to which it relates, is recognized as an adjustment to revenue on a cumulative catch-up basis. In some cases, settlement of contract modifications may not occur until after completion of work under the contract.

As a significant change in one or more of these estimates could affect the profitability of our contracts, we review and update our contract-related estimates regularly. We recognize adjustments in estimated profit on contracts under the cumulative catch-up method. Under this method, the cumulative impact of the profit adjustment is recognized in the period the adjustment is identified. Revenue and profit in future periods of contract performance are recognized using the adjusted estimate. In the years ended December 31, 2022 and 2021, revenue recognized from performance obligations satisfied in previous periods was $3.3 million and $55.8 million, respectively. If at any time the estimate of contract profitability indicates an anticipated loss on a contract, the projected loss is recognized in full, including the reversal of any previously recognized profit, in the period it is identified and recognized as an "accrued loss provision" which is included in "Contract liabilities" on the Consolidated Balance Sheets. For contract revenue recognized over time, the accrued loss provision is adjusted so that the gross profit for the contract remains zero in future periods.

At December 31, 2022, we had approximately $110.0 million of unapproved contract modifications included in the aggregate transaction prices. These contract modifications were in the process of being negotiated in the normal course of business. Approximately $99.2 million of the unapproved contract modifications had been recognized as revenue on a cumulative catch-up basis through December 31, 2022.

In all forms of contracts, we estimate the collectability of contract amounts at the same time that we estimate project costs. If we anticipate that there may be issues associated with the collectability of the full amount calculated as the transaction price, we may reduce the amount recognized as revenue to reflect the uncertainty associated with realization of the eventual cash collection. For example, when a cost reimbursable project exceeds the client's expected budget amount, the client frequently requests an adjustment to the final amount. Similarly, some utility clients reserve the right to audit costs for significant periods after performance of the work.

The timing of when we bill our customers is generally dependent upon agreed-upon contractual terms, milestone billings based on the completion of certain phases of the work, or when services are provided. Sometimes, billing occurs subsequent to revenue recognition, resulting in unbilled revenue, which is a contract asset. Also, we sometimes receive advances or deposits from our customers before revenue is recognized, resulting in deferred revenue, which is a contract liability.

The caption "Contract assets" in the Consolidated Balance Sheets represents the following:

- unbilled revenue, which arises when revenue has been recorded but the amount will not be billed until a later date;
- retainage amounts for the portion of the contract price earned by us for work performed, but held for payment by the customer as a form of security until we reach certain construction milestones; and
- contract materials for certain job specific materials not yet installed, which are valued using the specific identification method relating the cost incurred to a specific project.

Contract assets consist of the following (in thousands):

	December 31, 2022	December 31, 2021
Unbilled revenue	$ 420,511	$ 283,767
Retention receivable	174,149	124,990
Contract materials (not yet installed)	21,564	14,902
	$ 616,224	$ 423,659

Contract assets increased by $192.6 million compared to December 31, 2021 primarily due to higher unbilled revenue, including $67.6 million related to the PLH acquisition.

The caption "Contract liabilities" in the Consolidated Balance Sheets represents the following:

- deferred revenue on billings in excess of contract revenue recognized to date, and
- the accrued loss provision.

Contract liabilities consist of the following (in thousands):

	December 31, 2022	December 31, 2021
Deferred revenue	$ 269,853	$ 234,352
Accrued loss provision	6,094	6,060
	$ 275,947	$ 240,412

Contract liabilities increased by $35.5 million compared to December 31, 2021 primarily due to increased deferred revenue, including $24.3 million related to the PLH acquisition.

Revenue recognized for the years ended December 31, 2022 and 2021, that was included in the contract liability balance at the beginning of each year was approximately $220.9 million and $250.4 million, respectively.

The following tables present our revenue disaggregated into various categories.

MSA and Non-MSA revenue was as follows (in thousands):

	For the year ended December 31, 2022		
Segment	**MSA**	**Non-MSA**	**Total**
Utilities	$ 1,691,571	$ 332,736	$ 2,024,307
Energy/Renewables	212,190	1,875,299	2,087,489
Pipeline	119,226	189,577	308,803
Total	$ 2,022,987	$ 2,397,612	$ 4,420,599

	For the year ended December 31, 2021		
Segment	**MSA**	**Non-MSA**	**Total**
Utilities	$ 1,364,995	$ 292,962	$ 1,657,957
Energy/Renewables	166,796	1,241,415	1,408,211
Pipeline	72,058	359,406	431,464
Total	$ 1,603,849	$ 1,893,783	$ 3,497,632

Segment	For the year ended December 31, 2020		
	MSA	Non-MSA	Total
Utilities	$ 1,080,158	$ 285,477	1,365,635
Energy/Renewables	140,370	1,088,451	1,228,821
Pipeline	139,868	757,173	897,041
Total	$ 1,360,396	$ 2,131,101	$ 3,491,497

Revenue by contract type was as follows (in thousands):

Segment	For the year ended December 31, 2022			
	Fixed-price	Unit-price	Cost reimbursable (1)	Total
Utilities	$ 192,991	$ 1,327,379	$ 503,937	$ 2,024,307
Energy/Renewables	1,459,689	375,629	252,171	2,087,489
Pipeline	236,113	31,438	41,252	308,803
Total	$ 1,888,793	$ 1,734,446	$ 797,360	$ 4,420,599

(1) Includes time and material and cost reimbursable plus fee contracts.

Segment	For the year ended December 31, 2021			
	Fixed-price	Unit-price	Cost reimbursable (1)	Total
Utilities	$ 125,640	1,146,316	$ 386,001	$ 1,657,957
Energy/Renewables	802,995	307,786	297,430	1,408,211
Pipeline	324,993	3,188	103,283	431,464
Total	$ 1,253,628	$ 1,457,290	$ 786,714	$ 3,497,632

(1) Includes time and material and cost reimbursable plus fee contracts.

Segment	For the year ended December 31, 2020			
	Fixed-price	Unit-price	Cost reimbursable (1)	Total
Utilities	$ 130,723	$ 865,269	$ 369,643	$ 1,365,635
Energy/Renewables	375,718	340,684	512,419	1,228,821
Pipeline	518,556	310,780	67,705	897,041
Total	$ 1,024,997	$ 1,516,733	$ 949,767	$ 3,491,497

(1) Includes time and material and cost reimbursable plus fee contracts.

Each of these contract types has a different risk profile. Typically, we assume more risk with fixed-price contracts. Unforeseen events and circumstances can alter the estimate of the costs and potential profit associated with a particular fixed-price contract. However, these types of contracts offer additional profits when we complete the work for less cost than originally estimated. Unit-price and cost reimbursable contracts generally subject us to lower risk. Accordingly, the associated fees are usually lower than fees earned on fixed-price contracts. Under these contracts, our profit may vary if actual costs vary significantly from the negotiated rates.

Note 6—Property and Equipment

The following is a summary of property and equipment (in thousands):

	December 31, 2022	December 31, 2021	Useful Life
Land and buildings	$ 154,596	$ 144,718	Buildings 30 Years
Leasehold improvements	21,349	19,555	Various*
Office equipment	23,659	20,045	3 - 5 Years
Construction equipment	717,419	652,296	3 - 10 Years
Solar equipment	23,552	23,552	25 years
Construction in progress	26,145	22,369	
	966,720	882,535	
Less: accumulated depreciation and amortization	(472,861)	(449,256)	
Property and equipment, net	$ 493,859	$ 433,279	

* Leasehold improvements are depreciated over the shorter of the life of the leasehold improvement or the lease term.

Depreciation expense was $78.2 million, $87.2 million and $73.7 million for the years ended December 31, 2022, 2021 and 2020, respectively.

Note 7—Goodwill and Intangible Assets

The change in goodwill by segment for 2022 and 2021 was as follows (in thousands):

	Utilities	Energy/Renewables	Pipeline	Total
Balance at December 31, 2020	$ 96,344	$ 66,344	$ 52,415	$ 215,103
Goodwill acquired during the period	366,561	—	—	366,561
Balance at December 31, 2021	462,905	66,344	52,415	581,664
Goodwill acquired during the period	253,379	17,859	18,906	290,144
Balance at December 31, 2022	$ 716,284	$ 84,203	$ 71,321	$ 871,808

There were no changes in goodwill balances during the year ended December 31, 2020 and there were no impairments of goodwill for the years ended December 31, 2022, 2021 and 2020.

The table below summarizes the intangible asset categories, which are generally amortized on a straight-line basis (in thousands):

	December 31, 2022			December 31, 2021		
	Gross Carrying Amount	Accumulated Amortization	Intangible assets, net	Gross Carrying Amount	Accumulated Amortization	Intangible assets, net
Tradenames	$ 32,820	(25,611)	7,209	$ 20,440	$ (19,675)	$ 765
Customer relationships	301,927	(59,755)	242,172	215,227	(44,727)	170,500
Non-compete agreements	1,900	(1,900)	—	1,900	(1,845)	55
Total	$ 336,647	$ (87,266)	$ 249,381	$ 237,567	$ (66,247)	$ 171,320

Amortization expense of intangible assets was $20.9 million, $18.3 million and $8.8 million for the years ended December 31, 2022, 2021 and 2020, respectively.

Estimated future amortization expense for intangible assets as of December 31, 2022 is as follows (in thousands):

For the Years Ending December 31,	Estimated Intangible Amortization Expense
2023	$ 21,868
2024	19,701
2025	17,661
2026	16,141
2027	15,604
Thereafter	158,406
	$ 249,381

Note 8—Accounts Payable and Accrued Liabilities

At December 31, 2022 and 2021, accounts payable included retention amounts of approximately $21.5 million and $15.2 million, respectively. These amounts owed to subcontractors have been retained pending contract completion and customer acceptance of jobs.

The following is a summary of accrued liabilities (in thousands):

	December 31, 2022	December 31, 2021
Payroll and related employee benefits	$ 114,053	$ 77,887
Current operating lease liability	72,565	61,587
Casualty insurance reserves	19,935	7,107
Corporate income taxes and other taxes	16,213	7,967
Other	23,071	20,273
	$ 245,837	$ 174,821

Note 9—Credit Arrangements

Long-term debt and credit facilities consist of the following at December 31 (in thousands):

	December 31, 2022	December 31, 2021
Term loan	$ 933,188	$ 520,281
Revolving credit facility	100,000	—
Commercial equipment notes	98,064	107,934
Mortgage notes	20,483	37,445
Total debt	1,151,735	665,660
Unamortized debt issuance costs	(8,283)	(4,198)
Total debt, net	$ 1,143,452	$ 661,462
Less: current portion	(78,137)	(67,230)
Long-term debt, net of current portion	$ 1,065,315	$ 594,232

The weighted average interest rate on total debt outstanding at December 31, 2022 and 2021 was 6.2% and 2.8%, respectively.

Scheduled maturities of long-term debt are as follows (in thousands):

	Year Ending December 31,
2023	$ 78,137
2024	85,229
2025	80,883
2026	65,624
2027	833,999
Thereafter	7,863
	$ 1,151,735

Commercial Notes Payable and Mortgage Notes Payable

From time to time, we enter into commercial equipment notes payable with various equipment finance companies and banks. At December 31, 2022, interest rates ranged from 1.60% to 5.99% per annum and maturity dates range from July 2023 through February 2027. The notes are secured by certain construction equipment.

From time to time, we enter into secured mortgage notes payable with various banks. At December 31, 2021, interest rates ranged from 4.21% to 4.50% per annum and maturity dates range from January 2025 through November 2028. The notes are secured by certain real estate.

Credit Agreement

On September 29, 2017, we entered into an amended and restated credit agreement, as amended July 9, 2018 and August 3, 2018 (the “Credit Agreement”) with CIBC Bank USA, as administrative agent (the “Administrative Agent”) and co-lead arranger, and the financial parties thereto (collectively, the “Lenders”). The Credit Agreement consisted of a $220.0 million term loan (the “Term Loan”) and a $200.0 million revolving credit facility (“Revolving Credit Facility”), whereby the Lenders agreed to make loans on a revolving basis from time to time and to issue letters of credit for up to the $200.0 million committed amount. The Credit Agreement contained an accordion feature that would allow us to increase the Term Loan or the borrowing capacity under the Revolving Credit Facility by up to $75.0 million.

On January 15, 2021, we entered into the Second Amended and Restated Credit Agreement with the Administrative Agent and the Lenders, amending and restating our Credit Agreement to increase the Term Loan by $400.0 million to an aggregate principal amount of $592.5 million and to extend the maturity date of the Credit Agreement from July 9, 2023 to January 15, 2026. The proceeds from the additional borrowings under the Second Amended and Restated Credit Agreement were used to finance the acquisition of FIH.

On August 1, 2022, we entered into the Third Amended and Restated Credit Agreement (the “Amended Credit Agreement”) with Administrative Agent and the Lenders that increased the Term Loan by $439.5 million to an aggregate principal amount of $945.0 million (as amended, the “New Term Loan”). The Amended Credit Agreement is scheduled to mature on August 1, 2027.

In addition to the New Term Loan, the Amended Credit Agreement increased the existing $200.0 million Revolving Credit Facility, whereby the Lenders agreed to make loans on a revolving basis from time to time and to issue letters of credit, to $325.0 million. At December 31, 2022, commercial letters of credit outstanding were $47.3 million. In addition to the commercial letters of credit, there were $100.0 million of outstanding borrowings under the Revolving Credit Facility, and available borrowing capacity was $177.7 million at December 31, 2022.

Under the Amended Credit Agreement, we must make quarterly principal payments on the New Term Loan in an amount equal to approximately $11.8 million, with the balance due on August 1, 2027. The proceeds from the New Term Loan and additional borrowings under the Revolving Credit Facility were used to finance the acquisition of PLH.

We capitalized $6.5 million of debt issuance costs during 2022 associated with the Amended Credit Agreement that is being amortized as interest expense over the life of the Amended Credit Agreement. In addition, we recorded a loss on extinguishment of debt during 2022 of $0.8 million related to the Amended Credit Agreement.

The principal amount of all loans under the Amended Credit Agreement will bear interest at either: (i) the Secured Overnight Financing Rate (“SOFR”) plus an applicable margin as specified in the Amended Credit Agreement (based on our net senior debt to earnings before interest, taxes, depreciation and amortization (“EBITDA”) ratio as defined in the Amended Credit Agreement), or (ii) the Base Rate (which is the greater of (a) the Federal Funds Rate plus 0.50% or (b) the prime rate as announced by the Administrative Agent) plus an applicable margin as specified in the Amended Credit Agreement. Quarterly non-use fees, letter of credit fees and administrative agent fees are payable at rates specified in the Amended Credit Agreement.

The principal amount of any loan drawn under the Amended Credit Agreement may be prepaid in whole or in part at any time, with a minimum prepayment of $5.0 million.

Loans made under the Amended Credit Agreement are secured by our assets, including, among others, our cash, inventory, equipment (excluding equipment subject to permitted liens), and accounts receivable. Certain subsidiaries have issued joint and several guaranties in favor of the Lenders for all amounts under the Amended Credit Agreement.

The Amended Credit Agreement contains various restrictive and financial covenants including, among others, a net senior debt/EBITDA ratio and minimum EBITDA to cash interest ratio. In addition, the Amended Credit Agreement includes restrictions on investments, change of control provisions and provisions in the event we dispose of more than 20% of our total assets.

We were in compliance with the covenants for the Amended Credit Agreement at December 31, 2022.

On September 13, 2018, we entered into an interest rate swap agreement to manage our exposure to the fluctuations in variable interest rates. The swap effectively exchanged the interest rate on 75% of the debt outstanding under our Term Loan from variable LIBOR to a fixed rate of 2.89% per annum, in each case plus an applicable margin, which was 2.50% at December 31, 2022. See Note 10 – "*Derivative Instruments*".

On January 31, 2023, we entered into a second interest rate swap agreement to manage our exposure to the fluctuations in variable interest rates. The swap effectively exchanged the interest rate on $300.0 million of the debt outstanding under our New Term Loan from variable to a fixed rate of 4.095% per annum, plus an applicable margin. The interest rate swap matures on January 31, 2025.

Canadian Credit Facilities

We have a demand credit facility for $4.0 million in Canadian dollars with a Canadian bank for purposes of issuing commercial letters of credit in Canada. The credit facility has an annual renewal and provides for the issuance of commercial letters of credit for a term of up to five years. The facility provides for an annual fee of 1.0% for any issued and outstanding commercial letters of credit. Letters of credit can be denominated in either Canadian or U.S. dollars. At December 31, 2022, commercial letters of credit outstanding were $0.7 million in Canadian dollars, and the available borrowing capacity was $3.3 million in Canadian dollars. The credit facility contains a working capital restrictive covenant for our Canadian subsidiary, OnQuest Canada, ULC. At December 31, 2022, OnQuest Canada, ULC was in compliance with the covenant.

We have a credit facility for $10.0 million in Canadian dollars with CIBC Bank for working capital purposes in the normal course of business ("Working Capital Credit Facility"). At December 31, 2022, there were no outstanding borrowings under the Working Capital Credit Facility, and available borrowing capacity was $10.0 million in Canadian dollars. The Working Capital Credit Facility contains a cross default restrictive covenant where a default under our Credit Agreement will represent a default in the Working Capital Credit Facility.

Note 10 — Derivative Instruments

We are exposed to certain market risks related to changes in interest rates. To monitor and manage these market risks, we have established risk management policies and procedures. We do not enter into derivative instruments for any purpose other than hedging interest rate risk. None of our derivative instruments are used for trading purposes.

Interest Rate Risk. We are exposed to variable interest rate risk as a result of variable-rate borrowings under our Credit Agreement. To manage fluctuations in cash flows resulting from changes in interest rates on a portion of our variable-rate debt, we entered into an interest rate swap agreement on September 13, 2018 with an initial notional amount of $165.0 million, or 75% of the debt outstanding under our Term Loan, which was not designated as a hedge for accounting purposes. The notional amount of the swap will be adjusted down each quarter by 75% of the required principal payments made on the Term Loan. See Note 9 – "*Credit Arrangements*". The swap effectively changes the variable-rate cash flow exposure on the debt obligations to fixed rates. The fair value of outstanding interest rate swap derivatives can vary significantly from period to period depending on the total notional amount of swap derivatives outstanding and fluctuations in market interest rates compared to the interest rates fixed by the swap. As of December 31, 2022 and 2021, our outstanding interest rate swap agreement contained a notional amount of $121.7 million and $134.1. million, respectively, with a maturity date of July 10, 2023.

Credit Risk. By using derivative instruments to economically hedge exposures to changes in interest rates, we are exposed to counterparty credit risk. Credit risk is the failure of a counterparty to perform under the terms of a derivative contract. When the fair value of a derivative contract is positive, the counterparty owes us, which creates credit risk for us. When the fair value of a derivative contract is negative, we owe the counterparty and, therefore, we do not possess credit risk. We minimize the credit risk in derivative instruments by entering into transactions with high quality counterparties. We have entered into netting agreements, including International Swap Dealers Association ("ISDA") Agreements, which allow for netting of contract receivables and payables in the event of default by either party.

The following table summarizes the fair value of our derivative contracts included in the Consolidated Balance Sheets (in thousands):

	Balance Sheet Location	December 31, 2022	December 31, 2021
Interest rate swap	Other current assets	$ 1,235	$ —
Interest rate swap	Other long-term liabilities	—	4,346

The following table summarizes the amounts recognized with respect to our derivative instruments within the Consolidated Statements of Income (in thousands):

	Location of (Gain) Loss Recognized on Derivatives	Year Ended December 31, 2022	2021	2020
Interest rate swap	Interest expense, net	$ (4,078)	$ (838)	$ 6,203

Note 11—Leases

We lease administrative and operational facilities, which are generally longer-term, project specific facilities or yards, and construction equipment under non-cancelable operating leases. We determine if an arrangement is a lease at inception. We have lease agreements with lease and non-lease components, which are generally accounted for separately. Operating leases are included in "Operating lease assets", "Accrued liabilities", and "Noncurrent operating lease liabilities, net of current portion" on our Consolidated Balance Sheets. We also made an accounting policy election in which leases with an initial term of 12 months or less are not recorded on the balance sheet and lease payments are recognized in the Consolidated Statements of Income on a straight-line basis over the lease term.

Operating lease assets and operating lease liabilities are recognized at commencement date based on the present value of the future minimum lease payments over the lease term. In determining our lease term, we include options to extend or terminate the lease when it is reasonably certain that we will exercise that option. For our leases that do not provide an implicit rate, we use our incremental borrowing rate based on the information available at commencement date to determine the present value of future payments. Lease expense from minimum lease payments is recognized on a straight-line basis over the lease term.

Our leases have remaining lease terms that expire at various dates through 2031, some of which may include options to extend the leases for up to 5 years. The exercise of lease extensions is at our sole discretion. Periodically, we sublease excess facility space, but any sublease income is generally not significant. Our lease agreements do not contain any material residual value guarantees or material restrictive covenants.

The components of operating lease expense are as follows (in thousands):

	Year Ended December 31, 2022	2021	2020
Operating lease expense (1)	$ 76,761	$ 80,974	$ 90,965

(1) Includes short-term leases, which are immaterial.

Our operating lease liabilities are reported on the Consolidated Balance Sheet as follows (in thousands):

	December 31, 2022	December 31, 2021
Accrued liabilities	$ 72,565	$ 61,587
Noncurrent operating lease liabilities, net of current portion	130,787	98,059
	$ 203,352	$ 159,646

The future minimum lease payments under non-cancelable operating leases are as follows (in thousands):.

For the Years Ending December 31,	Future Minimum Lease Payments
2023	$ 78,474
2024	50,197
2025	29,463
2026	23,793
2027	18,221
Thereafter	20,839
Total lease payments	$ 220,987
Less imputed interest	(17,635)
Total	$ 203,352

Other information related to operating leases is as follows (in thousands, except lease term and discount rate):

	Year ended December 31,	
	2022	2021
Cash paid for amounts included in the measurement of lease liabilities		
Operating cash flows from operating leases	$ 76,313	$ 82,972
Weighted-average remaining lease term on operating leases (years)	4.07	3.32
Weighted-average discount rate on operating leases	3.71%	3.43%

Sale and Leaseback Transaction

On June 22, 2022, we completed a sale and leaseback transaction of land and buildings located in Carson, California for an aggregate sales price, net of closing costs, of $49.9 million. Under the transaction, the land, buildings and improvements were sold and leased back for an initial term of three years. The aggregate initial annual rent payment for the property is approximately $1.2 million and includes annual rent increases of 3.0% over the initial lease term. The property qualified for sale and leaseback treatment and is classified as an operating lease. Therefore, we recorded a gain on the transaction of $40.1 million. The gain is included in Gain on sale and leaseback transaction on our Consolidated Statements of Income for the year ended December 31, 2022.

Note 12—Commitments and Contingencies

Legal proceedings—We are subject to claims and legal proceedings arising out of our business. We record costs related to contingencies when a loss from such claims is probable and the amount is reasonably estimable. In determining whether it is possible to provide an estimate of loss, or range of possible loss, we review and evaluate our litigation and regulatory matters on a quarterly basis in light of potentially relevant factual and legal developments. If we determine an unfavorable outcome is not probable or reasonably estimable, we do not accrue for a potential litigation loss.

Management is unable to ascertain the ultimate outcome of claims and legal proceedings; however, after review and consultation with counsel and taking into consideration relevant insurance coverage and related deductibles/self-insurance retention, management believes that it has meritorious defense to the claims and believes that the reasonably possible outcome of such claims will not, individually or in the aggregate, have a materially adverse effect on our consolidated results of operations, financial condition or cash flow.

Bonding—As of December 31, 2022 and 2021, we had bid and completion bonds issued and outstanding totaling approximately $4.3 billion and $3.2 billion, respectively. The remaining performance obligation on those bonded projects totaled approximately $1.7 billion and $1.2 billion, respectively.

Note 13—Reportable Segments

The current reportable segments include the Utilities segment, the Energy/Renewables segment, and the Pipeline segment. Each of our reportable segments is composed of similar business units that specialize in services unique to the segment. Driving the end-user focused segments are differences in the economic characteristics of each segment, the nature of the services provided by each segment; the production processes of each segment; the type or class of customer using the segment's services; the methods used by the segment to provide the services; and the regulatory environment of each segment's customers.

The classification of revenue and gross profit for segment reporting purposes can at times require judgment on the part of management. Our segments may perform services across industries or perform joint services for customers in multiple industries. To determine reportable segment gross profit, certain allocations, including allocations of shared and indirect costs, such as facility costs, equipment costs and indirect operating expenses, were made.

The following is a brief description of the reportable segments:

The Utilities segment operates throughout the United States and specializes in a range of services, including the installation and maintenance of new and existing natural gas and electric utility distribution and transmission systems, and communications systems.

The Energy/Renewables segment operates throughout the United States and Canada and specializes in a range of services that include engineering, procurement, and construction, retrofits, highway and bridge construction, demolition, site work, soil stabilization, mass excavation, flood control, upgrades, repairs, outages, and maintenance services for entities in the renewable energy and energy storage, renewable fuels, and petroleum, refining, and petrochemical industries, as well as state departments of transportation.

The Pipeline segment operates throughout the United States and specializes in a range of services, including pipeline construction and maintenance, carbon capture and storage services, pipeline facility and integrity services, installation of compressor and pump stations, and metering facilities for entities in the petroleum and petrochemical industries, as well as gas, water, and sewer utilities.

All intersegment revenue and gross profit, which was immaterial, has been eliminated in the following tables. Total assets by segment is not presented as our CODM as defined by ASC 280 does not review or allocate resources based on segment assets.

Segment Revenue

Revenue by segment for the years ended December 31, 2022, 2021 and 2020 was as follows (in thousands):

	For the year ended December 31,					
	2022		2021		2020	
Segment	**Revenue**	**% of Total Revenue**	**Revenue**	**% of Total Revenue**	**Revenue**	**% of Total Revenue**
Utilities	$ 2,024,307	45.8%	$ 1,657,957	47.4%	$ 1,365,635	39.1%
Energy/Renewables	2,087,489	47.2%	1,408,211	40.3%	1,228,821	35.2%
Pipeline	308,803	7.0%	431,464	12.3%	897,041	25.7%
Total	$ 4,420,599	100.0%	$ 3,497,632	100.0%	$ 3,491,497	100.0%

Segment Gross Profit

Gross profit by segment for the years ended December 31, 2022, 2021 and 2020 was as follows (in thousands):

	For the year ended December 31,					
	2022		2021		2020	
Segment	**Gross Profit**	**% of Segment Revenue**	**Gross Profit**	**% of Segment Revenue**	**Gross Profit**	**% of Segment Revenue**
Utilities	$ 210,672	10.4%	$ 186,287	11.2%	$ 177,836	13.0%
Energy/Renewables	252,872	12.1%	150,286	10.7%	94,919	7.7%
Pipeline	(6,659)	(2.2%)	80,087	18.6%	97,459	10.9%
Total	$ 456,885	10.3%	$ 416,660	11.9%	$ 370,214	10.6%

Geographic Region — Revenue and Total Assets

The majority of our revenue is derived from customers in the United States with approximately 6.7%, 4.5% and 3.5% generated from sources outside of the United States, principally Canada, for the years ended December 31, 2022, 2021 and 2020, respectively. At December 31, 2022 and 2021, approximately 4.2% and 3.5%, respectively of total assets were located outside of the United States.

Note 14 — Multiemployer Plans

Union Plans—Various subsidiaries are signatories to collective bargaining agreements. These agreements require that we participate in and contribute to a number of multiemployer benefit plans for our union employees at rates determined by the agreements. The trustees for each multiemployer plan determine the eligibility and allocations of contributions and benefit amounts, determine the types of benefits and administer the plan.

We contributed $46.2 million, $39.7 million, and $48.4 million, to multiemployer pension plans for the years ended December 31, 2022, 2021 and 2020, respectively. These costs were charged to the related construction contracts in process. Contributions during 2022 were higher than 2021 as a result of a greater number of man-hours worked by our union labor and the acquisition of PLH.

The financial risks of participating in multiemployer plans are different from single-employer plans in the following respects:

- Assets contributed to the multiemployer plan by one employer may be used to provide benefits to employees of other participating employers.
- If a participating employer stops contributing to the plan, the unfunded obligations of the plan may be borne by the remaining participating employers.
- If a participating employer chooses to stop participating in the plan, a withdrawal liability may be created based on the unfunded vested benefits for all employees in the plan.

Under U.S. legislation regarding multiemployer pension plans, an employer is required to pay an amount that represents its proportionate share of a plan's unfunded vested benefits in the event of withdrawal from a plan or upon plan termination.

We participate in a number of multiemployer pension plans, and our potential withdrawal obligation may be significant. Any withdrawal liability would be recorded when it is probable that a liability exists and can be reasonably estimated, in accordance with GAAP. We have no plans to withdraw from any labor agreements.

During the last three years, we made annual contributions to 42 pension plans. None of the significant pension plans we contributed to below listed us in the plan's Form 5500 as providing more than 5% of the plan's total contributions during the years ended December 31, 2022, 2021 and 2020.

Our participation in significant plans for the years ended December 31, 2022, 2021 and 2020 is outlined in the table below. The “EIN/Pension Plan Number” column provides the Employer Identification Number (“EIN”) and the three digit plan number. The “Zone Status” is based on the latest information that we received from the plan and is certified by the plan’s actuary. Among other factors, plans in the red zone are generally less than 65 percent funded, plans in the yellow zone are less than 80 percent funded, and plans in the green zone are at least 80 percent funded. The “FIP/RP Status Pending/Implemented” column indicates plans for which a financial improvement plan (“FIP”) or a rehabilitation plan (“RP”) is either pending or has been implemented. The “Surcharge Imposed” column includes plans in a red zone status that require a payment of a surcharge in excess of regular contributions. The next column lists the expiration date of our collective bargaining agreement related to the plan.

Pension Fund Name	EIN / Pension Plan Number	Pension Protection Act Zone Status 2022	Pension Protection Act Zone Status 2021	FIP/RP Status Pending / Implemented	Surcharge Imposed	Collective Bargaining Agreement Expiration Date	Contributions of the Company (In Thousands) 2022	2021	2020
Central Pension Fund of the International Union of Operating Engineers and Participating Employers	36-6052390/001	Green as of January 31, 2022	Green as of January 31, 2021	No	No	6/4/2023	$ 5,592	$ 4,985	$ 7,734
Minnesota Laborers Pension Fund	41-6159599/001	Green as of December 31, 2021	Green as of December 31, 2020	No	No	6/1/2025	3,749	3,299	3,386
Laborers Pension Trust Fund for Northern California	94-6277608/001	Green as of May 31, 2022	Green as of May 31, 2021	No	No	6/30/2023	3,699	3,943	2,581
Construction Laborers Pension Trust for Southern California	43-6159056/001	Green as of December 31, 2021	Green as of December 31, 2020	No	No	8/15/2023	3,595	3,254	2,844
Southern California Pipe Trades Trust Funds	51-6108443/001	Green as of December 31, 2021	Green as of December 31, 2020	No	No	8/31/2026	3,268	3,456	3,312
United Association National Pension Fund	52-6152779/002	Green as of June 30, 2022	Yellow as of June 30 2021	No	No	9/30/2022	2,859	3,510	3,570
Laborers International Union of North America National Pension Fund	52-6074345/001	Green as of December 31, 2021	Green as of December 31, 2020	No	No	6/1/2025	2,534	2,832	5,206
				Contributions to significant plans			25,296	25,279	28,633
				Contributions to other multiemployer plans			20,867	14,391	19,764
				Total contributions made			$ 46,163	$ 39,670	$ 48,397

Note 15—Company Retirement Plans

***Defined Contribution Plans*—**We sponsor multiple defined contribution plans for eligible employees not covered by collective bargaining agreements. Our plans include various features such as voluntary employee pre-tax and Roth-based contributions and matching contributions made by us. In addition, at the discretion of our Board of Directors, we may make additional profit share contributions to the plans. No such additional contributions were made during 2020 through 2022. Matching contributions to all defined contribution plans for the years ended December 31, 2022, 2021 and 2020 were $16.6 million, $11.6 million, and $8.4 million, respectively. The increase in matching contributions in 2022 is primarily due to an increase in headcount from the PLH acquisition. The increase in matching contributions in 2021 is primarily due to an increase in headcount from the FIH acquisition. We have no other post-retirement benefits.

Note 16—Deferred Compensation Agreements and Stock-Based Compensation

Primoris Incentive Compensation Plans — We have a long-term annual incentive compensation plan (“AIP”) and a long-term retention plan (“LTR Plan”) for certain senior managers and executives. Certain participants in the AIP receive a portion of their annual earned bonus in the form of RSUs that vest over a three year period. Generally, except in the case of death, disability or involuntary separation from service, the RSUs are vested to the participant only if actively employed by us on the payment or vesting date. Participants in the LTR Plan defer receipt of one half of their annual earned bonus for one year. Participants in the LTR Plan may also elect to purchase our common stock at a discounted price. For bonuses earned in 2022 and 2021, participants in the LTR Plan could elect to use up to one sixth of their bonus amount to purchase shares of our common stock at a discounted price. The purchase price was calculated as 75% of the average market closing price for the month of December 2022 and December 2021, respectively. The discount is treated as compensation to the participant.

Stock-based compensation — In May 2013, the shareholders approved and we adopted the Primoris Services Corporation 2013 Long-term Incentive Equity Plan (“Equity Plan”). The Equity Plan provides for the grant of share-based awards for up to 2.5 million shares of common stock. At December 31, 2022, there were 0.6 million shares of common stock remaining available for grant. RSUs granted under the Equity Plan are documented in RSU Award Agreements which provide for a vesting schedule and require continuing employment of the individual. The RSUs are subject to earlier acceleration, termination, cancellation or forfeiture as provided in the underlying RSU Award Agreement.

The table below presents the activity for 2022:

Nonvested RSUs	Units	Weighted Average Grant Date Fair Value per Unit
Balance at December 31, 2021	538,340	$ 28.96
Granted	269,324	25.22
Vested	(186,334)	27.11
Forfeited	(16,543)	28.12
Balance at December 31, 2022	604,787	27.88

During 2021, 434,756 RSUs were granted with a weighted-average grant date fair value per unit of $31.69. The total fair value of RSUs that vested during 2022, 2021 and 2020 was $4.5 million, $4.6 million and $0.6 million, respectively.

Under guidance of ASC 718, "*Compensation — Stock Compensation*", stock-based compensation cost is measured at the date of grant, based on the calculated fair value of the stock-based award, and is recognized as expense over the employee's requisite service period (generally the vesting period of the award). We settle the vesting of RSUs through the issuance of new shares of common stock. Forfeitures of stock-based awards are recognized as they occur.

The fair value of the RSUs was based on the closing market price of our common stock on the day prior to the date of the grant. Stock compensation expense for the RSUs is being amortized using the straight-line method over the service period. For the years ended December 31, 2022, 2021 and 2020, we recognized $7.4 million, $10.5 million, and $2.3 million, respectively, in compensation expense. At December 31, 2022, approximately $9.7 million of unrecognized compensation expense remains for the RSUs, which will be recognized over a weighted average period of 1.77 years.

Note 17—Income Taxes

Income before provision for income taxes consists of the following (in thousands):

	Year Ended December 31,		
	2022	2021	2020
United States	$ 133,564	$ 140,307	$ 140,346
Foreign	25,722	11,550	5,293
Total	$ 159,286	$ 151,857	$ 145,639

The components of the provision for income taxes are as follows (in thousands):

	Year Ended December 31,		
	2022	2021	2020
Current provision			
Federal	$ 5,412	$ 3,678	$ 37,315
State	2,117	4,471	6,680
Foreign	4,041	2,405	1,741
	11,570	10,554	45,736
Deferred provision (benefit)			
Federal	12,645	22,607	(3,207)
State	(428)	2,372	(1,064)
Foreign	2,478	585	(809)
	14,695	25,564	(5,080)
Total	$ 26,265	$ 36,118	$ 40,656

A reconciliation of income tax expense compared to the amount of income tax expense that would result by applying the U.S. federal statutory income tax rate to pre-tax income is as follows:

	Year Ended December 31,		
	2022	2021	2020
U.S. federal statutory income tax rate	21.0 %	21.0 %	21.0 %
State taxes, net of federal income tax impact	0.8	3.9	3.1
Tax credits	(1.9)	(1.1)	(0.8)
Income taxed at rates greater than U.S.	0.6	0.2	0.2
Nondeductible meals & entertainment	0.5	0.2	3.3
Nondeductible compensation	0.4	0.3	0.3
Capital loss utilization - release of valuation allowance	(5.8)	0.0	0.0
Other items	0.9	(0.7)	0.8
Effective tax rate	16.5 %	23.8 %	27.9 %

The provision for income taxes has been determined based upon the tax laws and rates in the countries in which we operate. Our operations in the United States are subject to federal income tax rates of 21% and varying state income tax rates. Our principal international operations are in Canada. Our subsidiaries in Canada are subject to a corporate income tax rate of 23%. We did not have any non-taxable foreign earnings from tax holidays for taxable years 2020 through 2022.

Deferred taxes are recognized for temporary differences between the financial reporting bases and tax bases of assets and liabilities and are measured using enacted tax rates expected to be in effect when such amounts are realized or settled. However, deferred tax assets are recognized only to the extent that it is more likely than not that they will be realized based upon consideration of available evidence, including future reversals of existing taxable temporary differences, future projected taxable income, the length of the tax asset carryforward periods, and tax planning strategies.

The tax effect of temporary differences that give rise to deferred income taxes are as follows (in thousands):

	December 31,	
	2022	2021
Deferred tax assets:		
Accrued compensation	$ 9,685	$ 4,178
Accrued workers compensation	2,949	3,252
Net operating losses	46,843	36,517
Capital loss carryforward	—	9,776
Lease liabilities	36,372	30,461
Insurance reserves	5,200	4,555
Loss reserves	1,555	2,163
Tax credits	1,069	1,540
Deferred payroll tax	—	5,404
Prepaid expenses and other	1,963	—
Capitalized research	5,127	—
Other	1,447	2,394
Total deferred tax assets	112,210	100,240
Deferred tax liabilities		
Depreciation and amortization	(119,081)	(84,371)
Prepaid expenses and other	(285)	(796)
Lease assets	(36,865)	(31,069)
Total deferred tax liabilities	(156,231)	(116,236)
Valuation allowance	(13,080)	(21,207)
Net deferred tax liabilities	$ (57,101)	$ (37,203)

As of December 31, 2022, we have recorded a deferred tax asset of $46.8 million reflecting the tax benefit of approximately $450.6 million of federal and state income tax net operating loss carryforwards, some of which were acquired in the acquisitions of

PLH and other companies. Our tax credits of $1.1 million generally expire between 10 and 20 years after they are generated. Our U.S. federal net operating losses expire beginning in 2031, and our state net operating losses generally expire 20 years after the period in which the losses were incurred.

The valuation allowances for deferred income tax assets at December 31, 2022 and 2021 were $13.1 million and $21.2 million, respectively. The $8.1 million decrease in valuation allowances during 2022 was primarily due to the release of the valuation allowance on capital losses and the write-off of Australian net operating losses, partially offset by an increase in valuation allowances on state tax net operating losses acquired from PLH. These remaining valuation allowances relate to state net operating loss carryforwards and foreign tax credits. The valuation allowances were established primarily as a result of uncertainty in Primoris' outlook as to the amount and character of future taxable income required in particular tax jurisdictions in order to utilize certain tax losses, considering also the tax regulations which limit the annual utilization of acquired losses. Primoris believes it is more likely than not that it will realize the benefit of its deferred tax assets net of existing valuation allowances.

A reconciliation of the beginning, ending and aggregate changes in the gross balances of unrecognized tax benefits is as follows (in thousands):

	December 31,		
	2022	2021	2020
Beginning balance	$ 1,337	$ 1,553	$ 815
Increases in balances for tax positions taken during the current year	120	288	377
Increases in balances for tax positions taken during prior years	9,204	83	717
Settlements and effective settlements with tax authorities	—	(416)	(158)
Lapse of statute of limitations	(465)	(171)	(198)
Total	$ 10,196	$ 1,337	$ 1,553

We recognize accrued interest and penalties related to uncertain tax positions in income tax expense, which were not material for the three years presented.

We believe it is reasonably possible that decreases of up to $0.2 million of unrecognized tax benefits could occur in the next twelve months due to the expiration of statutes of limitation and settlements with tax authorities.

Our federal income tax returns are generally no longer subject to examination for tax years before 2019. The statutes of limitation of state and foreign jurisdictions generally vary between 3 to 5 years. Accordingly, our state and foreign income tax returns are generally no longer subject to examination for tax years before 2017.

On March 27, 2020, the Coronavirus Aid, Relief, and Economic Security Act ("CARES Act") was enacted by the US Government in response to the COVID-19 pandemic. We deferred FICA tax payments during part of 2020 as allowed under the CARES Act. This deferral was $21.7 million and $42.1 million at December 31, 2022 and 2021, respectively and is included in Accrued liabilities and Other long-term liabilities on our Consolidated Balance Sheet. Half of the tax deferral was paid to the U.S. Treasury on January 3, 2022, and the other half was paid on January 3, 2023.

ASU No. 2013-11, "Income Taxes (Topic 740) Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists", requires certain unrecognized tax benefits to be shown as a reduction to another asset or liability. Accordingly, this resulted in a decrease to the December 31, 2022, income tax receivable of $6.3 million.

Note 18—Dividends and Earnings Per Share

We have declared cash dividends during 2020, 2021 and 2022 as follows:

Declaration Date	Record Date	Date Paid	Amount Per Share
February 21, 2020	March 31, 2020	April 15, 2020	$ 0.06
May 1, 2020	June 30, 2020	July 15, 2020	0.06
July 31, 2020	September 30, 2020	October 15, 2020	0.06
November 5, 2020	December 31, 2020	January 15, 2021	0.06
February 19, 2021	March 31, 2021	April 15, 2021	0.06
May 4, 2021	June 30, 2021	July 15, 2021	0.06
August 3, 2021	September 30, 2021	October 15, 2021	0.06
November 3, 2021	December 31, 2021	January 14, 2022	0.06
February 24, 2022	March 31, 2022	April 15, 2022	0.06
May 4, 2022	June 30, 2022	July 15, 2022	0.06
August 3, 2022	September 30, 2022	October 15, 2022	0.06
November 3, 2022	December 31, 2022	January 13, 2023	0.06

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

The table below presents the computation of basic and diluted earnings per share for the years ended December 31, 2022, 2021 and 2020 (in thousands, except per share amounts):

	Year Ended December 31,		
	2022	2021	2020
Numerator:			
Net income	$ 133,021	$ 115,739	$ 104,983
Denominator:			
Weighted average shares for computation of basic earnings per share:	53,200	52,674	48,303
Dilutive effect of shares issued to independent directors	4	3	5
Dilutive effect of RSUs	555	484	325
Weighted average shares for computation of diluted earnings per share	53,759	53,161	48,633
Earnings per share:			
Basic	$ 2.50	$ 2.19	$ 2.17
Diluted	$ 2.47	$ 2.17	$ 2.16

Note 19—Stockholders' Equity

Preferred Stock

We are authorized to issue 1,000,000 shares of $0.0001 par value preferred stock. No shares of Preferred Stock were outstanding at December 31, 2022 and 2021.

Common Stock

We are authorized to issue 90,000,000 shares of $0.0001 par value common stock, of which 53,124,899 and 53,194,585 shares were issued and outstanding as of December 31, 2022 and 2021, respectively.

We issued 23,782 shares of common stock in 2022, 25,987 shares of common stock in 2021, and 34,524 shares of common stock in 2020 under our LTR Plan. The shares were purchased by the participants in the LTR Plan with payments made to us of $0.6

million in 2022, \$0.5 million in 2021, and \$0.6 million in 2020. Our LTR Plan for managers and executives allows participants to use a portion of their annual bonus amount to purchase our common stock at a discount from the market price. The shares purchased in 2022, 2021 and 2020 were for bonus amounts earned in 2021, 2020 and 2019 and the number of shares was calculated at 75% of the average closing price for December of the previous year.

During the years ended December 31, 2022, 2021, and 2020, we issued 42,080, 32,920, and 47,928 shares of common stock, respectively, as part of the quarterly compensation of the non-employee members of the Board of Directors. The shares were fully vested upon issuance and have a one-year trading restriction.

During the years ended December 31, 2022, 2021, and 2020 131,709, 122,690, and 57,112 RSUs, net of forfeitures for tax withholdings, respectively, were converted to common stock.

In connection with the acquisition of FIH, we offered certain FIH employees the option to purchase shares of our common stock at a 15 percent discount of the closing market price of our common stock on the date of the acquisition. During the year ended December 31, 2021, such employees purchased 1,038,309 shares of common stock, net of forfeitures for tax withholdings, with payment made to us of \$28.9 million, resulting in the recognition of \$5.1 million in stock compensation expense included in Transaction and related costs in the Consolidated Statement of Income.

Employee Stock Purchase Plan

In May 2022, our shareholders approved the 2022 Primoris Services Corporation Employee Stock Purchase Plan (the "ESPP") for which, eligible full-time employees can purchase shares of our common stock at a discount. The purchase price of the stock is 90% of the lower of the market price at the beginning of the offering period or the end of the offering period. Purchases occur semi-annually, approximately 30 days following the filing of our Annual Report on Form 10-K for the fiscal year ended December 31 of each year, but in no cases can extend beyond March 31 of the period or year, and approximately 30 days following the filing of our Quarterly Report on Form 10-Q for the fiscal quarter ended June 30 of each year. In 2022, 9,943 shares were purchased at a purchase price of \$17.44 per share.

Secondary Offering

In March 2021, we entered into an underwriting agreement with Goldman Sachs & Co. LLC, Morgan Stanley & Co. LLC and UBS Securities LLC, as representatives of the underwriters, in connection with a public offering, pursuant to which we agreed to issue and sell 4,500,000 shares of common stock, par value \$.0001 per share. The shares were offered and sold at a public offering price of \$35.00 per share. Our gross proceeds of the offering, before deducting underwriting discounts, commissions and offering expenses, were approximately \$157.5 million. Our net proceeds were approximately \$149.3 million and were used to repay a portion of the borrowings incurred in connection with the acquisition of FIH.

Share Purchase Plan

In November 2021, our Board of Directors authorized a \$25.0 million share purchase program. Under the share purchase program, we can, depending on market conditions, share price and other factors, acquire shares of our common stock on the open market or in privately negotiated transactions. In February 2022, our Board of Directors replenished the limit to \$25.0 million. During the year ended December 31, 2022, we purchased and cancelled 277,200 shares of common stock, which in the aggregate equaled \$6.0 million at an average share price of \$21.61. During the year ended December 31, 2021, we purchased and cancelled 635,763 shares of common stock, which in the aggregate equaled \$14.7 million at an average share price of \$23.15. As of December 31, 2022, we had \$19.0 million remaining for purchase under the share purchase program and the plan expires on December 31, 2023.

In February 2020, our Board of Directors authorized a \$25.0 million share purchase program. Under the share purchase program, we could, depending on market conditions, share price and other factors, acquire shares of our common stock on the open market or in privately negotiated transactions. During the year ended December 31, 2020, we purchased and cancelled 694,260 shares of common stock, which in the aggregate equaled \$11.5 million at an average share price of \$16.50. The share purchase plan expired on December 31, 2020.

Note 20—Selected Quarterly Financial Information (Unaudited)

Selected unaudited quarterly consolidated financial information is presented in the following tables (in thousands, except per share amounts):

	Year Ended December 31, 2022			
	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter
Revenue	$ 784,384	$ 1,022,948	$ 1,284,128	$ 1,329,139
Gross profit	56,486	92,109	154,907	153,383
Net (loss) income	(1,674)	50,154	43,040	41,501
Earnings per share:				
Basic (loss) earnings per share	$ (0.03)	$ 0.94	$ 0.81	$ 0.78
Diluted (loss) earnings per share	(0.03)	0.93	0.80	0.77
Weighted average shares outstanding				
Basic	53,240	53,263	53,181	53,120
Diluted	53,240	53,852	53,748	53,711

	Year Ended December 31, 2021			
	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter
Revenue	$ 818,329	$ 881,610	$ 913,245	$ 884,448
Gross profit	80,181	113,026	127,436	96,017
Net (loss) income	5,848	36,295	44,056	29,540
Earnings per share:				
Basic earnings per share	$ 0.12	$ 0.68	$ 0.82	$ 0.55
Diluted earnings per share	0.12	0.67	0.81	0.55
Weighted average shares outstanding				
Basic	49,503	53,729	53,769	53,625
Diluted	50,026	54,285	54,367	54,172

CORPORATE INFORMATION

INVESTOR RELATIONS
Stockholders, brokers, securities analysts, or portfolio managers seeking information about Primoris Services Corporation, NASDAQ Global Market Trading Symbol: PRIM, should contact Blake Holcomb, Vice President of Investor Relations, at (214) 545-6773 or BHolcomb@prim.com

A direct link to the filings of Primoris Services Corporation on the U.S. Securities and Exchange Commission website is available at www.prim.com on the Investor Relations page.

FORWARD-LOOKING STATEMENTS
Any statements included in this 2022 Annual Report that are not historical facts, including without limitation regarding future market trends and results of operations, are forward-looking statements within the meaning of applicable securities law. Please see "Forward-Looking Statements" in the 2022 Annual Report on Form 10-K for more information.

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President and Principal Stockholder, Fieldstone Partners

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Executive Vice President
Chief Legal Officer and Secretary

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(2) Compensation Committee
(3) Nominating and Governance Committee
(4) Strategy and Risk Committee
(5) Independent Director

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