



STATE OF NEW JERSEY
Board of Public Utilities
Two Gateway Center
Newark, NJ 07102
www.nj.gov/bpu

TELECOMMUNICATIONS

IN THE MATTER OF THE VERIFIED PETITION OF	)	ORDER
SUNESYS, LLC AND QUANTA SERVICES, INC.	)	
FOR AUTHORITY TO PROVIDE GUARANTY AND	)	
OTHER SECURITY IN CONNECTION WITH A	)	
CREDIT AGREEMENT AND UNDERWRITING	)	
AGREEMENT	)	DOCKET NO. TF07120984

(SERVICE LIST ATTACHED)

BY THE BOARD

On December 27, 2007, Sunesys, LLC ("Sunesys") and Quanta Services, Inc. ("Quanta" or the "Borrower") (collectively, "Petitioners") filed a petition with the New Jersey Board of Public Utilities ("Board") pursuant to N.J.S.A. 48:3-7 and N.J.S.A. 48:3-9 requesting Board approval to provide security in connection with an Amended and Restated Credit Agreement dated June 12, 2006, as amended by the First Amendment to Amended and Restated Credit Agreement dated August 30, 2007 and the Second Amendment to Amended and Restated Credit Agreement dated September 19, 2007 ("Credit Agreement")¹. The Credit Agreement was entered into by Quanta and other parties, and provides for a senior secured revolving credit facility of \$475 million in aggregate commitments. Sunesys also seeks approval to join an Underwriting, Continuing Indemnity and Security Agreement dated March 14, 2005 (as amended or modified from time to time, (the "Underwriting Agreement") which was also entered into by Quanta and other parties. As Sunesys' ultimate corporate parent, Quanta has joined Sunesys as a party to the Petition.

Previously, on October 12, 2006, Sunesys and Quanta filed a petition Board, pursuant to N.J.S.A. 48:3-7 and N.J.S.A. 48:3-9 seeking authority to provide security in connection with a credit agreement entered into by the Borrower and other parties which provided for a secured revolving credit facility of \$225 million in aggregate commitments. The credit agreement also allowed borrowings of up to an additional \$125 million. To be able to utilize the allowed further borrowings, Petitioners filed an amendment to the petition on November 27, 2006 requesting

¹The Amended and Restated Credit Agreement was dated as of June 12, 2006. The "First Amendment" to that Amended and Restated Credit Agreement, dated August 30, 2007, reflected the completion of the merger of Quanta and InfraSource Services, Inc. (Sunesys' prior ultimate corporate parent), a transaction that was approved by the Board on June 20, 2007 in Docket No. TM07050301.

Board approval for the full \$350 million available under the credit agreement. Board approval was granted, in Docket No. TF06100727, on December 21, 2006.

Sunesys is a single-member Delaware Limited Liability Company with its principal office located at 202 Titus Avenue, Warrington, Pennsylvania 18976. Sunesys is certificated in the State of New Jersey to provide local exchange and interexchange telecommunications services pursuant to an Order dated December 11, 2006, in Docket No. TM06100726. Sunesys currently provides dedicated point-to-point telecommunications transmission services to commercial, governmental and non-profit customers in New Jersey, Pennsylvania, Maryland, California and Georgia. Sunesys does not provide service to residential customers.

Sunesys is an indirect, wholly-owned subsidiary of Quanta, a Delaware corporation, which is a provider of specialized contracting services, delivering end-to-end network solutions for the electric power, gas, telecommunications and cable television industries. Quanta's services include designing, installing, repairing and maintaining network infrastructure nationwide. Quanta is located at 1360 Post Oak Blvd., Suite 2100, Houston, TX 77056. Neither Quanta nor any of its subsidiaries (other than Sunesys) provides public utility services in New Jersey or is certificated by the Board.

The Credit Agreement currently provides for a secured revolving credit facility of \$475 million in aggregate commitments. Some of the terms, such as applicable interest rates, may vary during the term of the Credit Agreement due to changes in market conditions or the Borrower's financial condition. The maturity date of the Credit Agreement is September 19, 2012. Amounts borrowed under the Credit Agreement bear interest, at Quanta's option, at a rate equal to the Eurodollar rate or base rate plus an applicable margin that is based on the ratio of Quanta's total funded debt to consolidated Earnings Before Interest, Taxes, Depreciation and Amortization ("EBITDA").

Under the Credit Agreement, Quanta has the option to increase the revolving commitments under the credit facility by up to an additional \$125 million (upon receipt of additional commitments from new or existing lenders). Accordingly, the approvals are requested with respect to the combined \$600 million of potential revolving commitments available under the Credit Agreement. Upon Board approval, Sunesys will take the steps necessary to become a guarantor of Quanta's obligations under the Credit Agreement, and to pledge substantially all of its assets to secure that guaranty. In addition, upon approval, Sunesys will be authorized to take whatever actions are necessary so that it may act as a principal and indemnitor under the Underwriting Agreement.

Sunesys will directly benefit from pledging its assets and joining Quanta's credit facility as a guarantor by having access to funding from Quanta's cash on hand and borrowing capacity under the credit facility. As a public company with market capitalization of approximately \$4 billion, Quanta can provide Sunesys will significantly more funds at better terms through the credit facility than Sunesys would be able to obtain on its own. Quanta has publicly disclosed in its 2007 Annual Report on the Form 10-K filed with the U.S. Securities and Exchange Commission that it intends to fund approximately \$85 million in capital expenditures for Sunesys in 2008, and plans on funding up to \$75 million in 2009. However, the credit facility restricts Quanta's ability to fund any company that is not part of the credit facility as a guarantor.

The Division of Rate Counsel has reviewed this matter and, by letter dated March 4, 2008, recommended that the Board approve this petition.

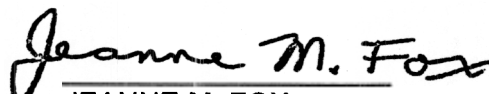
After review, the Board FINDS that the proposed transaction is consistent with the applicable law and the public interest. Therefore, the Board HEREBY AUTHORIZES Petitioners to participate in the financing arrangements described herein.

This Order is issued subject to the following provisions:

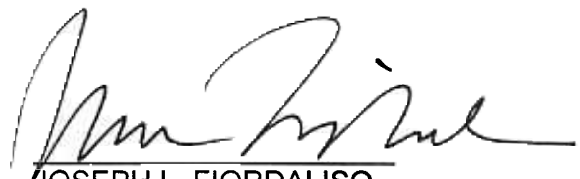
1. This Order shall not affect or in any way limit the exercise of the authority of the Board or the State of New Jersey in any future petition or in any proceeding regarding rates, costs of service, franchises, service, financing, accounting, capitalization, depreciation or any other matters affecting Petitioners.
2. Petitioners shall notify the Board, within five (5) business days, of any material changes in the terms of the Credit Agreement and shall provide complete details of such changes to the Board including any anticipated effects upon service in New Jersey, and where applicable, seek Board approval pursuant to N.J.S.A. 48:2-1 et seq.
3. Petitioners shall notify the Board of any material default on the terms of the Credit Agreement within five (5) business days of such occurrence.
4. Notwithstanding anything to the contrary in the documents executed pursuant to the financing transactions or other supporting documents, a default or assignment under such agreement shall not constitute automatic transfer of Petitioners' assets. Board approval must be sought pursuant to N.J.S.A. 48:1-1 et seq. where applicable.
5. This order shall not be construed as directly or indirectly fixing for any purpose whatsoever any value of tangible or intangible assets now owned or hereafter to be owned by the Petitioners.

DATED: 4/9/08

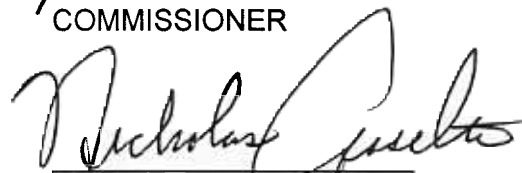
BOARD OF PUBLIC UTILITIES
BY:


JEANNE M. FOX
PRESIDENT

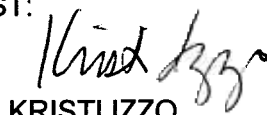

FREDERICK F. BUTLER
COMMISSIONER


JOSEPH L. FIORDALISO
COMMISSIONER

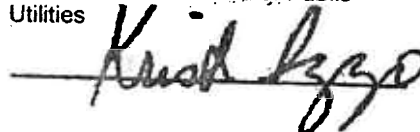

CHRISTINE V. BATOR
COMMISSIONER


NICHOLAS ASSELTA
COMMISSIONER

ATTEST:


KRISTI IZZO
SECRETARY

I HEREBY CERTIFY that the within
document is a true copy of the original
in the files of the Board of Public
Utilities



**In the Matter of the Verified Petition of Sunesys, LLC and Quanta Services, Inc. for
Authority to Provide Guaranty and Other Security in Connection with a Credit Agreement
and Underwriting Agreement**

SERVICE LIST

Docket No. TF07120984

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