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Quanta's discussions with UtiliCorp regarding strengthening the strategic alliance were based on numerous factors, including Quanta's understanding of UtiliCorp's ongoing construction and maintenance needs and its previous business dealings with UtiliCorp. Quanta looks forward to working with UtiliCorp to develop mutually beneficial enhancements to the strategic alliance.

UtiliCorp contends in its Schedule 13D that Quanta required implementation of certain "golden parachute" arrangements in connection with the corporate restructuring being considered. Quanta and UtiliCorp discussed the importance of ensuring the continued service of key field supervisors and management following an accounting consolidation. Quanta shared with UtiliCorp its belief that retention payments to 125-150 personnel over a three- to five-year period would be an appropriate method of addressing retention issues, to which UtiliCorp did not object.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: NOVEMBER 30, 2001

QUANTA SERVICES, INC.

By: /s/ Dana A. Gordon

Name: Dana A. Gordon

Title: Vice President - General Counsel