

QUANTA SERVICES INC
Form DFAN14A
April 22, 2002

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Quanta Services, Inc.

(Name of Registrant as Specified In Its Charter)

Aquila, Inc. (F/K/A Utilicorp United Inc.)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

(4) Date Filed:

Explanatory Note

Aquila, Inc. (formerly known as UtiliCorp United Inc.), a Delaware corporation ("Aquila"), is filing the materials contained in this Schedule 14A with the Securities and Exchange Commission (the "SEC") on April 22, 2002 with respect to the solicitation of proxies for electing nominees to the board of directors of Quanta Services, Inc. ("Quanta") at the 2002 annual meeting of stockholders of Quanta (the "Quanta Annual Meeting").

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QUANTA SERVICES, INC. EMPLOYEE STOCK PURCHASE PLAN AND
STOCK EMPLOYEE COMPENSATION TRUST

IMPORTANT INFORMATION ON HOW TO GIVE COMPLETE VOTING
INSTRUCTIONS ON YOUR PLAN SHARES!

Dear Quanta Services, Inc. Employee Stock Purchase Plan Participant:

As a participant in the Quanta Employee Stock Purchase Plan ("ESPP"), you have the right to instruct the administrator of the Plan, Computershare Trust Co. (the "Administrator"), on a confidential basis, how to vote the shares in your ESPP account (your "Plan Shares") at the upcoming Annual Meeting of the Stockholders of Quanta. Additionally, unless you are a director of the Company, if you participated in the ESPP during the January to June 2001 or June to December 2001 buy periods (the "2001 Buy Periods"), you have the right to instruct the trustee of the Quanta Stock Employee Compensation Trust (the "SECT"), Wachovia Bank N.A. (the "Trustee"), on a confidential basis, how to vote a proportion of the shares in the SECT (your "Participant-Directed Shares") equal to the ratio of the number of shares you acquired through the ESPP during the 2001 Buy Periods to the total number of shares acquired through the ESPP by all ESPP participants during the same buy periods for which the Trustee receives instructions by the deadline set forth below. Enclosed with this letter are proxy materials, including a GOLD Voting Card, from Aquila, Inc., Quanta's largest stockholder, which allow you to direct the vote of your Plan Shares and your Participant-Directed Shares, if any, for Aquila's director nominees at the upcoming Annual Meeting.

You may also receive proxy materials and a voting card from Quanta's Board of Directors, which allow you to direct the voting of your Plan Shares and your Participant-Directed Shares, if any, for the Board's director nominees at the upcoming Annual Meeting. **THIS NOTICE APPLIES ONLY TO THE VOTING CARD SENT BY AQUILA, INC., AND NOT TO THE MATERIALS SENT BY QUANTA SERVICES, INC. IF YOU CHOOSE TO GIVE VOTING INSTRUCTIONS ON THE VOTING CARD SENT BY QUANTA SERVICES, INC., DISREGARD THIS NOTICE ENTIRELY.** Enclosed is a GOLD Voting Card as filed with the Securities and Exchange Commission on Monday, April 22, 2002.

If you do not instruct the Administrator how to vote your Plan Shares, under the terms of the ESPP, your Plan Shares will not be voted. Thus, if you do not return a Voting Card, your Plan Shares will not be voted either for or against the Aquila director nominees.

If you do not instruct the Trustee how to vote your Participant-Directed Shares, if any, the Trustee will vote your Participant-Directed Shares in the same proportion as it votes the Participant-Directed Shares for which voting instructions were provided to the Trustee. Thus, if you do not return a Voting Card, your Participant-Directed Shares, if any, will be voted for or against the Aquila director nominees in the same proportion as the Participant-Directed Shares for which the Trustee receives valid voting instructions.

As a reminder, all voting instructions will be kept absolutely confidential by the Administrator, the Trustee and the independent tabulator; no one at Aquila or Quanta will know how you voted.

If you choose to vote for the Aquila director nominees, please mark the enclosed GOLD Voting Card, date, sign and detach the card and return it to the independent tabulator in the enclosed postage paid envelope.

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YOUR VOTING CARD MUST BE RECEIVED BY 5:00 P.M. (EDT), ON MONDAY,
MAY 20, 2002, IN ORDER TO BE COUNTED.

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QUANTA SERVICES, INC.

Annual Meeting of Stockholders to be held on May 23, 2002

Direction to
Administrator of Quanta Services, Inc. Employee Stock Purchase Plan ("ESPP") and
Trustee of Quanta Services, Inc. Stock Employee Compensation Trust ("SECT")

Solicited on Behalf of Aquila, Inc.

**In order to be included in the tabulation, this direction to Administrator and the Trustee
must be received no later than 5:00 p.m. EDT
on May 20, 2002**

**This voting instruction card will be voted as specified by you.
If no choice is specified, and the card is signed and returned,
this card will be voted "FOR" the nominees listed in the Proposal.**

FOLD AND DETACH HERE

QUANTA SERVICES, INC.

Annual Meeting of Stockholders to be held on May 23, 2002

**Direction to Administrator of Quanta Services, Inc. Employee Stock Purchase Plan ("ESPP") and
Trustee of Quanta Services, Inc. Stock Employee Compensation Trust ("SECT")
Solicited on Behalf of Aquila, Inc.**

To Computershare Trust Co. and Wachovia Bank, N.A.:

As a participant in the Quanta Services, Inc. Employee Stock Purchase Plan ("ESPP"), I hereby direct

the ESPP Administrator to vote the shares allocated to my ESPP account and

the SECT Trustee to vote the shares owned by the SECT with respect to which I have voting authority, if any

at the Annual Meeting of Stockholders of the Company to be held on Thursday, May 23, 2002, at 9:00 a.m. local time at The St. Regis-Houston, 1919 Briar Oaks Lane, Houston, Texas, and at any adjournment thereof, as hereinafter specified upon the Proposal of Aquila, Inc. listed below and as more particularly described in Aquila's Proxy Statement.

I understand the Administrator shall not vote any shares held in the ESPP for which no voting instruction card is received or for which the voting instruction card is returned unsigned.

I understand the Trustee shall vote any shares in the SECT for which no voting instruction card is received or for which the voting instruction card is returned unsigned in the same proportion as the shares for which the trustee received voting instructions.

The undersigned hereby acknowledges receipt of Aquila's Proxy Statement.

CONTINUED AND TO BE SIGNED AND DATED ON THE REVERSE SIDE

FOLD AND DETACH HERE

**PROPOSAL:
ELECTION OF DIRECTORS**

Aquila, Inc. Recommends a Vote **FOR** the nominees.

Nominees:

Richard C. KrueI, Robert E. Marsh, Edward K. Mills,
R. Paul Perkins, Bruce A. Reed and William H. Starbuck, Ph.D.

- o **FOR ALL**
- o **WITHHOLD ALL**
- o **FOR ALL EXCEPT:**

**(INSTRUCTION: To withhold authority to vote for a nominee,
strike a line through the nominee's name.)**

Richard C. KrueI
Robert E. Marsh
Edward K. Mills

R. Paul Perkins
Bruce A. Reed
William H. Starbuck, Ph.D.

**PLEASE SIGN, DATE AND RETURN THIS VOTING INSTRUCTION CARD PROMPTLY
USING THE ENCLOSED ENVELOPE.**

DATED _____, 2002

SIGNATURE OF PARTICIPANT

IMPORTANT INFORMATION

Aquila has filed a proxy statement with the Securities and Exchange Commission on April 16, 2002 relating to Aquila's solicitation of proxies from Quanta stockholders with respect to the Quanta Services, Inc. 2002 annual meeting of stockholders. AQUILA ADVISES SECURITY HOLDERS TO READ ITS PROXY STATEMENT BECAUSE IT WILL CONTAIN IMPORTANT INFORMATION. Aquila's proxy statement and other relevant documents will be available free at www.sec.gov. You may also obtain a free copy of Aquila's proxy statement, by writing to Investor Relations at Aquila, Inc. 20 West Ninth Street, Kansas City, Missouri 64105 or by contacting Morrow & Co., Inc. toll free, at 1-800-607-0088. DETAILED INFORMATION REGARDING THE NAMES, AFFILIATION AND INTERESTS OF INDIVIDUALS WHO MAY BE DEEMED PARTICIPANTS IN THE SOLICITATION OF PROXIES OF QUANTA'S STOCKHOLDERS IS AVAILABLE IN THE PROXY STATEMENT FILED BY AQUILA WITH THE SEC.

About Aquila

Based in Kansas City, Missouri, Aquila (formerly UtiliCorp United Inc.) is an international energy and risk management company. It is one of the largest wholesalers of electricity and natural gas in North America, provides wholesale energy services in the United Kingdom and has a presence in Germany and Scandinavia. It also operates electricity and natural gas distribution networks in seven states and in Canada, New Zealand and Australia. At December 31, 2001, Aquila had total assets of \$11.9 billion and 12-month sales of \$40.4 billion. More information is available at www.aquila.com.

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