

GRANITE CONSTRUCTION INC
Form 10-Q
November 07, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934
For the quarterly period ended September 30, 2012

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: 1-12911

GRANITE CONSTRUCTION INCORPORATED

State of Incorporation:
Delaware

I.R.S. Employer Identification Number:
77-0239383

Address of principal executive offices:
585 W. Beach Street
Watsonville, California 95076
(831) 724-1011

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No
Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of October 22, 2012.

| Class | Outstanding |
|--------------------------------|-------------------|
| Common Stock, \$0.01 par value | 38,711,183 shares |

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PART I. FINANCIAL INFORMATION

Item 1. FINANCIAL STATEMENTS

GRANITE CONSTRUCTION INCORPORATED
CONDENSED CONSOLIDATED BALANCE SHEETS

(Unaudited - in thousands, except share and per share data)

| | September 30, 2012 | December 31, 2011 | September 30, 2011 |
|---|-----------------------|----------------------|-----------------------|
| ASSETS | | | |
| Current assets | | | |
| Cash and cash equivalents (\$74,020, \$75,122 and \$65,350 related to consolidated construction joint ventures ("CCJV")) | \$ 287,322 | \$ 256,990 | \$ 193,099 |
| Short-term marketable securities | 47,185 | 70,408 | 77,389 |
| Receivables, net (\$31,028, \$30,332 and \$28,493 related to CCJVs) | 363,455 | 251,838 | 357,807 |
| Costs and estimated earnings in excess of billings | 49,548 | 37,703 | 45,884 |
| Inventories | 63,999 | 50,975 | 57,987 |
| Real estate held for development and sale | 57,964 | 67,037 | 79,173 |
| Deferred income taxes | 38,571 | 38,571 | 52,714 |
| Equity in construction joint ventures | 97,890 | 101,029 | 97,415 |
| Other current assets | 13,974 | 35,171 | 29,526 |
| Total current assets | 1,019,908 | 909,722 | 990,994 |
| Property and equipment, net (\$6,661, \$8,671 and \$9,821 related to CCJVs) | 432,293 | 447,140 | 453,822 |
| Long-term marketable securities | 37,802 | 79,250 | 59,509 |
| Investments in affiliates | 30,257 | 31,071 | 33,435 |
| Other noncurrent assets | 78,375 | 80,616 | 80,709 |
| Total assets | \$ 1,598,635 | \$ 1,547,799 | \$ 1,618,469 |
| LIABILITIES AND EQUITY | | | |
| Current liabilities | | | |
| Current maturities of long-term debt | \$ 8,352 | \$ 9,102 | \$ 8,351 |
| Current maturities of non-recourse debt | 16,712 | 23,071 | 16,690 |
| Accounts payable (\$30,975, \$38,193 and \$36,660 related to CCJVs) | 209,683 | 158,660 | 216,600 |
| Billings in excess of costs and estimated earnings (\$13,955, \$22,251 and \$17,116 related to CCJVs) | 91,348 | 90,845 | 89,505 |
| Accrued expenses and other current liabilities (\$3,495, \$5,129 and \$5,997 related to CCJVs) | 167,166 | 166,790 | 185,624 |
| Total current liabilities | 493,261 | 448,468 | 516,770 |
| Long-term debt | 200,168 | 208,501 | 208,519 |
| Long-term non-recourse debt | 4,375 | 9,912 | 27,755 |
| Other long-term liabilities | 47,913 | 49,221 | 46,985 |
| Deferred income taxes | 3,644 | 4,034 | 10,330 |
| Commitments and contingencies | | | |
| Equity | | | |
| Preferred stock, \$0.01 par value, authorized 3,000,000 shares, none outstanding | — | — | — |
| Common stock, \$0.01 par value, authorized 150,000,000 shares; issued and outstanding 38,706,966 shares as of September 30, 2012, | 387 | 387 | 387 |

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38,682,771 shares as of December 31, 2011 and 38,664,403 shares as of September 30, 2011

| | | | |
|--|-------------|-------------|-------------|
| Additional paid-in capital | 114,917 | 111,514 | 108,096 |
| Retained earnings | 699,277 | 687,296 | 673,626 |
| Total Granite Construction Incorporated shareholders' equity | 814,581 | 799,197 | 782,109 |
| Noncontrolling interests | 34,693 | 28,466 | 26,001 |
| Total equity | 849,274 | 827,663 | 808,110 |
| Total liabilities and equity | \$1,598,635 | \$1,547,799 | \$1,618,469 |

The accompanying notes are an integral part of these condensed consolidated financial statements.

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Table of ContentsGRANITE CONSTRUCTION INCORPORATED
CONDENSED CONSOLIDATED STATEMENTS OF INCOME

(Unaudited - in thousands, except per share data)

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|--|-------------------------------------|-----------|------------------------------------|-----------|
| | 2012 | 2011 | 2012 | 2011 |
| Revenue | | | | |
| Construction | \$385,744 | \$431,101 | \$748,803 | \$784,393 |
| Large project construction | 255,918 | 213,320 | 648,645 | 513,478 |
| Construction materials | 86,782 | 83,171 | 175,754 | 165,083 |
| Real estate | 38 | 986 | 5,055 | 7,029 |
| Total revenue | 728,482 | 728,578 | 1,578,257 | 1,469,983 |
| Cost of revenue | | | | |
| Construction | 352,471 | 372,561 | 688,989 | 696,911 |
| Large project construction | 198,104 | 187,763 | 540,343 | 443,965 |
| Construction materials | 76,798 | 73,617 | 166,720 | 154,329 |
| Real estate | 10 | 744 | 4,254 | 5,941 |
| Total cost of revenue | 627,383 | 634,685 | 1,400,306 | 1,301,146 |
| Gross profit | 101,099 | 93,893 | 177,951 | 168,837 |
| Selling, general and administrative expenses | 41,280 | 39,112 | 125,274 | 121,277 |
| Gain on sales of property and equipment | 1,622 | 5,598 | 6,493 | 11,572 |
| Operating income | 61,441 | 60,379 | 59,170 | 59,132 |
| Other income (expense) | | | | |
| Interest income | 485 | 476 | 2,140 | 2,295 |
| Interest expense | (2,561) |) (3,418) |) (8,570) |) (7,653) |
| Equity in income of affiliates | 1,481 | 1,881 | 380 | 1,443 |
| Other income (expense), net | 2,013 | (1,833) |) 3,866 | (1,951) |
| Total other income (expense) | 1,418 | (2,894) |) (2,184) |) (5,866) |
| Income before provision for income taxes | 62,859 | 57,485 | 56,986 | 53,266 |
| Provision for income taxes | 17,113 | 15,109 | 15,440 | 11,973 |
| Net income | 45,746 | 42,376 | 41,546 | 41,293 |
| Amount attributable to noncontrolling interests | (8,625) |) (5,908) |) (14,249) |) (8,886) |
| Net income attributable to Granite Construction Incorporated | \$37,121 | \$36,468 | \$27,297 | \$32,407 |
| Net income per share attributable to common shareholders (see Note 14) | | | | |
| Basic | \$0.96 | \$0.94 | \$0.71 | \$0.84 |
| Diluted | \$0.94 | \$0.93 | \$0.70 | \$0.83 |
| Weighted average shares of common stock | | | | |
| Basic | 38,518 | 38,172 | 38,418 | 38,092 |
| Diluted | 39,141 | 38,598 | 39,013 | 38,428 |
| Dividends per common share | \$0.13 | \$0.13 | \$0.39 | \$0.39 |

The accompanying notes are an integral part of these condensed consolidated financial statements.

Table of ContentsGRANITE CONSTRUCTION INCORPORATED
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited - in thousands)

| Nine Months Ended September 30, | 2012 | 2011 |
|---|-----------|------------|
| Operating activities | | |
| Net income | \$41,546 | \$41,293 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Depreciation, depletion and amortization | 43,651 | 45,691 |
| Non-cash restructuring, net | (1,782 |) 1,031 |
| Other non-cash impairment charges | 3,101 | — |
| Gain on sales of property and equipment | (6,493 |) (11,572 |
| Stock-based compensation | 8,910 | 8,994 |
| (Gain) loss on company owned life insurance | (1,829 |) 639 |
| Changes in assets and liabilities: | | |
| Receivables | (115,066 |) (112,790 |
| Costs and estimated earnings in excess of billings, net | (11,342 |) (66,045 |
| Inventories | (13,024 |) (6,969 |
| Real estate held for development and sale | 98 | (2,756 |
| Equity in construction joint ventures | 3,139 | (22,699 |
| Other assets, net | 20,312 | 9,359 |
| Accounts payable | 51,025 | 86,900 |
| Accrued expenses and other current liabilities, net | (2,083 |) 30,942 |
| Net cash provided by operating activities | 20,163 | 2,018 |
| Investing activities | | |
| Purchases of marketable securities | (59,936 |) (115,146 |
| Maturities of marketable securities | 70,100 | 85,875 |
| Proceeds from sale of marketable securities | 55,000 | 33,268 |
| Additions to property and equipment | (25,971 |) (34,748 |
| Proceeds from sales of property and equipment | 8,368 | 20,071 |
| Other investing activities, net | 1,165 | 2,313 |
| Net cash provided by (used in) investing activities | 48,726 | (8,367 |
| Financing activities | | |
| Long-term debt principal payments | (11,584 |) (17,293 |
| Cash dividends paid | (15,078 |) (15,090 |
| Purchases of common stock | (4,521 |) (3,840 |
| Distributions to noncontrolling partners, net | (8,022 |) (17,489 |
| Other financing activities | 648 | 1,138 |
| Net cash used in financing activities | (38,557 |) (52,574 |
| Increase (decrease) in cash and cash equivalents | 30,332 | (58,923 |
| Cash and cash equivalents at beginning of period | 256,990 | 252,022 |
| Cash and cash equivalents at end of period | \$287,322 | \$193,099 |
| Supplementary Information | | |
| Cash paid during the period for: | | |
| Interest | \$6,948 | \$9,718 |
| Income taxes | 1,131 | 905 |
| Non-cash investing and financing activities: | | |
| Restricted stock/units issued, net of forfeitures | \$11,532 | \$6,896 |
| Accrued cash dividends | 5,032 | 5,026 |
| Debt payments out of escrow from sale of assets | 1,109 | 3,446 |

| | | |
|--|-------|---|
| Debt extinguishment from joint venture interest transfer | 9,115 | — |
| Debt payment from refinancing | 1,150 | — |

The accompanying notes are an integral part of these condensed consolidated financial statements.

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GRANITE CONSTRUCTION INCORPORATED

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

1. Basis of Presentation

The condensed consolidated financial statements included herein have been prepared by Granite Construction Incorporated (“we,” “us,” “our,” “Company” or “Granite”) without audit, pursuant to the rules and regulations of the Securities and Exchange Commission (“SEC”) and should be read in conjunction with our Annual Report on Form 10-K for the year ended December 31, 2011. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”) have been condensed or omitted, although we believe the disclosures which are made are adequate to make the information presented not misleading. Further, the condensed consolidated financial statements reflect, in the opinion of management, all normal recurring adjustments necessary to state fairly our financial position at September 30, 2012 and 2011 and the results of our operations and cash flows for the periods presented. The December 31, 2011 condensed consolidated balance sheet data was derived from audited consolidated financial statements, but does not include all disclosures required by U.S. GAAP.

We prepared the accompanying condensed consolidated financial statements on the same basis as our annual consolidated financial statements except for the adoption of the following new accounting guidance in the first quarter of 2012:

Accounting Standards Update (“ASU”) No. 2011-05, Comprehensive Income (Topic 220): Presentation of Comprehensive Income, which eliminates the option to present the components of other comprehensive income as part of the statement of stockholders’ equity or as a footnote to the condensed consolidated financial statements, and provides the option of presenting comprehensive income in a continuous statement of comprehensive income. This guidance became effective for our quarter ended March 31, 2012 and requires prior year amounts to conform to current year presentation. For all periods presented comprehensive income was equal to net income; therefore, a separate or continuous statement of comprehensive income is not included in the accompanying condensed consolidated financial statements.

ASU No. 2011-04, Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and International Financial Reporting Standards, which clarifies the application of certain existing fair value measurement guidance and expands the disclosure requirements for fair value measurements that are estimated using significant unobservable (Level 3) inputs and for assets and liabilities disclosed but not recorded at fair value. This guidance was effective for our quarter ended March 31, 2012. As a result of this new guidance, we disclosed the level of the fair value hierarchy within which the fair value measurements of assets and liabilities disclosed but not recorded at fair value were categorized (see Note 5). Other items in this new guidance had no impact to our condensed consolidated financial statements.

ASU No. 2011-08, Intangibles - Goodwill and Other (Topic 350): Testing Goodwill for Impairment, which gives companies the option to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying value when assessing goodwill for impairment. If it is determined that it is more likely than not that the fair value of a reporting unit exceeds its carrying value, further impairment analysis is not necessary. However, if it is concluded otherwise, we are required to perform step one of the goodwill impairment test. This guidance was effective as of January 1, 2012 and will be applied during our annual goodwill impairment tests to be performed during the fourth quarter of 2012, and earlier if fact and circumstances indicate that an impairment has occurred. This new guidance will have no impact to our condensed consolidated financial statements for our 2012 fiscal year.

Interim results are subject to significant seasonal variations and the results of operations for the three and nine months ended September 30, 2012 are not necessarily indicative of the results to be expected for the full year.

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GRANITE CONSTRUCTION INCORPORATED
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

2. Recently Issued Accounting Pronouncements

In December 2011, the Financial Accounting Standards Board (“FASB”) issued ASU No. 2011-11, Balance Sheet (Topic 210): Disclosures about Offsetting Assets and Liabilities. This ASU requires companies to disclose both gross and net information about financial instruments that have been offset on the consolidated balance sheet. This ASU will be effective commencing with our quarter ending March 31, 2013. We do not expect the adoption of this ASU to have an impact on our consolidated financial statements.

In July 2012, the FASB issued ASU No. 2012-02, Intangibles - Goodwill and Other (Topic 350): Testing Indefinite-Lived Intangible Assets for Impairment. This ASU gives companies the option to first assess qualitative factors to determine whether it is more likely than not that the indefinite-lived intangible asset is impaired. If it is determined that it is more likely than not the indefinite-lived intangible asset is impaired, a quantitative impairment test is required. However, if it is concluded otherwise, the quantitative test is not necessary. This ASU will be effective commencing with our quarter ending March 31, 2013. We do not expect the adoption of this ASU to have an impact on our consolidated financial statements.

3. Revisions in Estimates

Our profit recognition related to construction contracts is based on estimates of costs to complete each project. These estimates can vary in the normal course of business as projects progress and uncertainties are resolved. We do not recognize revenue on contract change orders or claims until we have a signed agreement; however, we do recognize costs as incurred and revisions to estimated total costs as soon as the obligation to perform is determined. Approved change orders and claims, as well as changes in related estimates of costs to complete, are considered revisions in estimates. We use the cumulative catch-up method applicable to construction contract accounting to account for revisions in estimates. Under this option, revisions in estimates are accounted for in their entirety in the period of change. As of September 30, 2012, we had no revisions in estimates that are reasonably certain to impact future periods.

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GRANITE CONSTRUCTION INCORPORATED

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Construction

The net changes in project profitability from revisions in estimates, both increases and decreases, that individually had an impact of \$1.0 million or more on gross profit were net decreases of \$6.0 million and \$9.4 million for the three and nine months ended September 30, 2012, respectively. The net changes for the three and nine months ended September 30, 2011 were a net decrease of \$1.3 million and a net increase of \$1.6 million, respectively. The projects are summarized as follows:

Increases

| (dollars in millions) | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|--|-------------------------------------|--------------|------------------------------------|--------------|
| | 2012 | 2011 | 2012 | 2011 |
| Number of projects with upward estimate changes | 1 | 2 | 4 | 4 |
| Range of increase in gross profit from each project, net | \$1.6 | \$ 1.3 - 1.4 | \$1.0 - 3.0 | \$ 1.1 - 2.9 |
| Increase on project profitability | \$1.6 | \$2.7 | \$7.1 | \$7.0 |

The increases during the three and nine months ended September 30, 2012 were due to lower than anticipated costs and settlement of outstanding issues with contract owners. The increases during the three and nine months ended September 30, 2011 were primarily due to improved salvage prices for excess material, the settlement of outstanding cost issues and owner directed scope changes.

Decreases

| (dollars in millions) | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|-------------------------------------|--------------|------------------------------------|--------------|
| | 2012 | 2011 | 2012 | 2011 |
| Number of projects with downward estimate changes | 4 | 2 | 6 | 3 |
| Range of reduction in gross profit from each project, net | \$1.1 - 3.9 | \$ 1.4 - 2.6 | \$1.1 - 6.3 | \$ 1.4 - 2.6 |
| Decrease on project profitability | \$7.6 | \$4.0 | \$16.5 | \$5.4 |

The decreases during the three and nine months ended September 30, 2012 were due to lower productivity than originally anticipated. The decreases during the three and nine months ended September 30, 2011 were due to lower productivity than anticipated and unanticipated rework costs.

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GRANITE CONSTRUCTION INCORPORATED

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Large Project Construction

The net changes in project profitability from revisions in estimates, both increases and decreases, that individually had an impact of \$1.0 million or more on gross profit were net increases of \$35.9 million and \$48.9 million for the three and nine months ended September 30, 2012, respectively. The net changes for the three and nine months ended September 30, 2011 were net increases of \$2.7 million and \$7.9 million, respectively. Amounts attributable to noncontrolling interests were \$5.7 million and \$6.6 million of the net increases for the three and nine months ended September 30, 2012, respectively, and were \$1.0 million and \$0.6 million of the net increases for the three and nine months ended September 30, 2011, respectively. The projects are summarized as follows:

Increases

| (dollars in millions) | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|--|-------------------------------------|--------------|------------------------------------|--------------|
| | 2012 | 2011 | 2012 | 2011 |
| Number of projects with upward estimate changes | 8 | 5 | 8 | 6 |
| Range of increase in gross profit from each project, net | \$1.1 - 12.6 | \$ 1.0 - 2.6 | \$1.1 - 16.3 | \$ 1.4 - 4.2 |
| Increase on project profitability | \$35.9 | \$8.8 | \$54.7 | \$17.7 |

The increases during the three and nine months ended September 30, 2012 were due to owner directed scope changes and lower than anticipated construction costs. The increases during the three and nine months ended September 30, 2011 were due to the settlement of outstanding issues with a contract owner, owner directed scope change, lower than anticipated construction costs and the resolution of a project claim.

Decreases

| (dollars in millions) | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|-------------------------------------|--------------|------------------------------------|--------------|
| | 2012 | 2011 | 2012 | 2011 |
| Number of projects with downward estimate changes | — | 3 | 2 | 2 |
| Range of reduction in gross profit from each project, net | \$— | \$ 1.7 - 2.4 | \$1.7 - 4.1 | \$ 4.2 - 5.6 |
| Decrease on project profitability | \$— | \$6.1 | \$5.8 | \$9.8 |

There were no downward estimate changes during the three months ended September 30, 2012. The downward estimate changes during the nine months ended September 30, 2012 were due to lower productivity than anticipated. The downward estimate changes during the three and nine months ended September 30, 2011 were due to increased costs to resolve project uncertainties and lower productivity than anticipated.

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NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

4. Marketable Securities

All marketable securities were classified as held-to-maturity for the dates presented and the carrying amounts of held-to-maturity securities were as follows:

| (in thousands) | September 30, 2012 | December 31, 2011 | September 30, 2011 |
|--|-----------------------|----------------------|-----------------------|
| U.S. Government and agency obligations | \$ 15,062 | \$ 40,240 | \$ 40,218 |
| Commercial paper | 19,976 | 24,980 | 29,978 |
| Municipal bonds | 7,082 | 2,057 | 4,036 |
| Corporate bonds | 5,065 | 3,131 | 3,157 |
| Total short-term marketable securities | 47,185 | 70,408 | 77,389 |
| U.S. Government and agency obligations | 36,103 | 65,109 | 45,268 |
| Municipal bonds | 1,699 | 8,909 | 8,952 |
| Corporate bonds | — | 5,232 | 5,289 |
| Total long-term marketable securities | 37,802 | 79,250 | 59,509 |
| Total marketable securities | \$ 84,987 | \$ 149,658 | \$ 136,898 |

Scheduled maturities of held-to-maturity investments were as follows (in thousands):

| September 30, 2012 | |
|--------------------------|-----------|
| Due within one year | \$ 47,185 |
| Due in one to five years | 37,802 |
| Total | \$ 84,987 |

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GRANITE CONSTRUCTION INCORPORATED

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

5. Fair Value Measurement

Effective in 2012, we adopted a new accounting standard that expands the disclosure of our assets and liabilities disclosed, but not recorded at fair value. As of September 30, 2012, December 31, 2011, and September 30, 2011, these assets and liabilities were our held-to-maturity marketable securities and senior notes payable. The following tables summarize each class of assets and liabilities measured at fair value on a recurring basis as well as assets and liabilities that are disclosed but not recorded at fair value:

| September 30, 2012 (in thousands) | Fair Value Measurement at Reporting Date Using | | | Total |
|--|--|----------------------|----------------------|-----------|
| | Level 1 ¹ | Level 2 ² | Level 3 ³ | |
| Cash equivalents | | | | |
| Money market funds | \$185,586 | \$— | \$— | \$185,586 |
| Held-to-maturity commercial paper | 14,495 | — | — | 14,495 |
| Marketable securities | | | | |
| Held-to-maturity marketable securities | 85,133 | — | — | 85,133 |
| Total assets | \$285,214 | \$— | \$— | \$285,214 |

| | | | | |
|---|-----|-----|-----------|-----------|
| Long-term debt (including current maturities) | | | | |
| Senior notes payable | \$— | \$— | \$243,219 | \$243,219 |
| Total liabilities | \$— | \$— | \$243,219 | \$243,219 |

| December 31, 2011 (in thousands) | Fair Value Measurement at Reporting Date Using | | | Total |
|--|--|----------------------|----------------------|-----------|
| | Level 1 ¹ | Level 2 ² | Level 3 ³ | |
| Cash equivalents | | | | |
| Money market funds | \$178,174 | \$— | \$— | \$178,174 |
| Held-to-maturity commercial paper | 4,999 | — | — | 4,999 |
| Marketable securities | | | | |
| Held-to-maturity marketable securities | 149,979 | — | — | 149,979 |
| Total assets | \$333,152 | \$— | \$— | \$333,152 |

| | | | | |
|---|-----|-----|-----------|-----------|
| Long-term debt (including current maturities) | | | | |
| Senior notes payable | \$— | \$— | \$250,541 | \$250,541 |
| Total liabilities | \$— | \$— | \$250,541 | \$250,541 |

| September 30, 2011 (in thousands) | Fair Value Measurement at Reporting Date Using | | | Total |
|--|--|----------------------|----------------------|-----------|
| | Level 1 ¹ | Level 2 ² | Level 3 ³ | |
| Cash equivalents | | | | |
| Money market funds | \$149,966 | \$— | \$— | \$149,966 |
| Held-to-maturity commercial paper | 4,997 | — | — | 4,997 |
| Marketable securities | | | | |
| Held-to-maturity marketable securities | 137,194 | — | — | 137,194 |
| Total assets | \$292,157 | \$— | \$— | \$292,157 |

| | | | | |
|---|-----|-----|-----------|-----------|
| Long-term debt (including current maturities) | | | | |
| Senior notes payable | \$— | \$— | \$242,698 | \$242,698 |
| Total liabilities | \$— | \$— | \$242,698 | \$242,698 |

¹Quoted prices in active markets for identical assets or liabilities.

²Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for

substantially the full term of the assets or liabilities.

³Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

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GRANITE CONSTRUCTION INCORPORATED

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

A reconciliation of money market funds to consolidated cash and cash equivalents is as follows:

| (in thousands) | September 30, 2012 | December 31, 2011 | September 30, 2011 |
|-----------------------------------|-----------------------|----------------------|-----------------------|
| Money market funds | \$ 185,586 | \$ 178,174 | \$ 149,966 |
| Held-to-maturity commercial paper | 14,495 | 4,999 | 4,997 |
| Cash | 87,241 | 73,817 | 38,136 |
| Total cash and cash equivalents | \$ 287,322 | \$ 256,990 | \$ 193,099 |

The carrying values of receivables, other current assets, and accrued expenses and other current liabilities approximate their fair values because of the short-term nature of these instruments. In addition, the fair value measured using Level 3 inputs of non-recourse debt approximates its carrying value due to its relative short-term nature and competitive interest rates. The fair value of the senior notes payable was based on borrowing rates available to us for long-term loans with similar terms, average maturities, and credit risk. The carrying amount of senior notes payable, including current maturities, was \$208.3 million, \$216.7 million and \$216.7 million as of September 30, 2012, December 31, 2011 and September 30, 2011, respectively. See Note 4 for the carrying amount of held-to-maturity marketable securities as of September 30, 2012, December 31, 2011 and September 30, 2011.

We measure certain nonfinancial assets and liabilities at fair value on a nonrecurring basis. During the nine months ended September 30, 2012, the only significant fair value adjustment was a \$2.8 million non-cash impairment charge to write-off our cost method investment in the preferred stock of a corporation that designs and manufactures power generation equipment. The fair value was estimated based on Level 3 inputs using the expected future cash flows attributable to the asset and on other assumptions that market participants would use in determining fair value, such as liquidation preferences, market discount rates, transaction prices for other comparable assets, and other market data. No other significant fair value adjustments related to nonfinancial assets and liabilities measured at fair value on a nonrecurring basis were recorded during the three and nine months ended September 30, 2012 and 2011.

6. Receivables, net

| (in thousands) | September 30, 2012 | December 31, 2011 | September 30, 2011 |
|---------------------------------------|-----------------------|----------------------|-----------------------|
| Construction contracts: | | | |
| Completed and in progress | \$ 228,865 | \$ 122,987 | \$ 223,292 |
| Retentions | 68,590 | 77,038 | 74,795 |
| Total construction contracts | 297,455 | 200,025 | 298,087 |
| Construction material sales | 59,396 | 30,356 | 52,157 |
| Other | 9,029 | 24,337 | 10,177 |
| Total gross receivables | 365,880 | 254,718 | 360,421 |
| Less: allowance for doubtful accounts | 2,425 | 2,880 | 2,614 |
| Total net receivables | \$ 363,455 | \$ 251,838 | \$ 357,807 |

Receivables include amounts billed and billable for public and private contracts and do not bear interest. The balances billed but not paid by customers pursuant to retainage provisions in construction contracts generally become due upon completion and acceptance of the contract by the owners. Included in other receivables at September 30, 2012, December 31, 2011 and September 30, 2011 were items such as notes receivable, interest receivable, fuel tax refunds and income tax refunds. No such receivables individually exceeded 10% of total net receivables at any of these dates.

Financing receivables consisted of long-term notes receivable and retentions receivable. As of September 30, 2012, December 31, 2011 and September 30, 2011, long-term notes receivable outstanding were \$1.9 million, \$2.0 million, and \$2.1 million, respectively, and primarily related to loans made to employees and were included in other noncurrent assets in our condensed consolidated balance sheets.

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We segregate our retention receivables into two categories: escrow and non-escrow. The balances in each category were as follows:

| (in thousands) | September 30, 2012 | December 31, 2011 | September 30, 2011 |
|-----------------------------|-----------------------|----------------------|-----------------------|
| Escrow | \$42,297 | \$43,378 | \$38,517 |
| Non-escrow | 26,293 | 33,660 | 36,278 |
| Total retention receivables | \$68,590 | \$77,038 | \$74,795 |

The escrow receivables include amounts due to Granite which have been deposited into an escrow account and bear interest. Typically, escrow retention receivables are held until work on a project is complete and has been accepted by the owner who then releases those funds, along with accrued interest, to us. There is minimal risk of not collecting on these amounts.

Non-escrow retention receivables are amounts that the project owner has contractually withheld that will be paid upon owner acceptance of contract completion. We evaluate our non-escrow retention receivables for collectability using certain customer information that includes the following:

Federal - includes federal agencies such as the Bureau of Reclamation, the Army Corp of Engineers, and the Bureau of Indian Affairs. The obligations of these agencies are backed by the federal government. Consequently, there is minimal risk of not collecting the amounts we are entitled to receive.

State - primarily state departments of transportation. The risk of not collecting on these accounts is small; however, we have experienced occasional delays in payment as states have struggled with budget issues.

Local - these customers include local agencies such as cities, counties and other local municipal agencies. The risk of not collecting on these accounts is small; however, we have experienced occasional delays in payment as some local agencies have struggled to deal with budget issues.

Private - includes individuals, developers and corporations. The majority of our collection risk is associated with these customers. We perform ongoing credit evaluations of our customers and generally do not require collateral, although the law provides us certain remedies, including, but not limited to, the ability to file mechanics' liens on real property improved for private customers in the event of non-payment by such customers.

The following table summarizes the amount of our non-escrow retention receivables within each category:

| (in thousands) | September 30, 2012 | December 31, 2011 | September 30, 2011 |
|----------------|-----------------------|----------------------|-----------------------|
| Federal | \$2,569 | \$2,811 | \$2,148 |
| State | 3,595 | 5,453 | 6,046 |
| Local | 12,003 | 14,708 | 17,666 |
| Private | 8,126 | 10,688 | 10,418 |
| Total | \$26,293 | \$33,660 | \$36,278 |

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We regularly review our accounts receivable, including past due amounts, to determine their probability of collection. If it is probable that an amount is uncollectible, it is charged to bad debt expense and a corresponding reserve is established in allowance for doubtful accounts. If it is deemed certain that an amount is uncollectible, the amount is written off. Based on contract terms, non-escrow retention receivables are typically due within 60 days of owner acceptance of contract completion. We consider retention amounts beyond 60 days of owner acceptance of contract completion to be past due. The following tables present the aging of our non-escrow retention receivables (in thousands):

| | | | | |
|--------------------|----------|-------------------------|--------------------------|----------|
| September 30, 2012 | Current | 1 - 90 Days Past Due | Over 90 Days Past Due | Total |
| Federal | \$2,012 | \$— | \$557 | \$2,569 |
| State | 3,177 | 239 | 179 | 3,595 |
| Local | 11,141 | 555 | 307 | 12,003 |
| Private | 7,495 | 321 | 310 | 8,126 |
| Total | \$23,825 | \$1,115 | \$1,353 | \$26,293 |
| December 31, 2011 | Current | 1 - 90 Days Past Due | Over 90 Days Past Due | Total |
| Federal | \$2,462 | \$326 | \$23 | \$2,811 |
| State | 2,751 | 860 | 1,842 | 5,453 |
| Local | 12,313 | 1,326 | 1,069 | 14,708 |
| Private | 9,599 | 765 | 324 | 10,688 |
| Total | \$27,125 | \$3,277 | \$3,258 | \$33,660 |
| September 30, 2011 | Current | 1 - 90 Days Past Due | Over 90 Days Past Due | Total |
| Federal | \$1,976 | \$77 | \$95 | \$2,148 |
| State | 3,880 | 1,397 | 769 | 6,046 |
| Local | 13,801 | 1,465 | 2,400 | 17,666 |
| Private | 9,911 | 108 | 399 | 10,418 |
| Total | \$29,568 | \$3,047 | \$3,663 | \$36,278 |

Federal, state and local agencies generally require several approvals to release payments, and these approvals often take over 90 days past contractual due dates to obtain. Amounts past due from government agencies primarily result from delays caused by paperwork processing and obtaining proper agency approvals rather than lack of funds. As of September 30, 2012, December 31, 2011 and September 30, 2011, our allowance for doubtful accounts contained no material provision related to non-escrow retention receivables as we determined there were no significant collectibility issues.

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7. Construction and Line Item Joint Ventures

We participate in various construction joint venture partnerships. We also participate in various “line item” joint venture agreements under which each partner is responsible for performing certain discrete items of the total scope of contracted work.

Our agreements with our joint venture partners for both construction joint ventures and line item joint ventures provide that each party will pay for any losses it is responsible for under the joint venture agreement. Circumstances that could lead to a loss under our joint venture arrangements beyond our stated ownership interest include the failure of a partner to contribute additional funds to the venture in the event the project incurs a loss or additional costs that we could incur should a partner fail to provide the services and resources that it had committed to provide in the joint venture agreement. Due to the joint and several nature of the obligations under our joint venture arrangements, if one of our joint venture partners fails to perform, we and the remaining joint venture partners would be responsible for performance of the outstanding work.

At September 30, 2012, there was approximately \$1.6 billion of construction revenue to be recognized on unconsolidated and line item construction joint venture contracts of which \$0.6 billion represented our share and the remaining \$1.0 billion represented our partners’ share. Due to the uncertainties associated with the nature of our work, we are not able to quantify our maximum exposure on the underlying arrangements and contracts that may be required beyond the remaining cost of the work to be performed. These costs could be offset by billings to the customer or by proceeds from our partners’ corporate and/or other guarantees.

Construction Joint Ventures

Generally, each construction joint venture is formed to complete a specific contract and is jointly controlled by the joint venture partners. The joint venture agreements typically provide that our interests in any profits and assets, and our respective share in any losses and liabilities resulting from the performance of the contracts are limited to our stated percentage interest in the project. We have no significant commitments beyond completion of the contracts. Under our contractual arrangements, we provide capital to these joint ventures in return for an ownership interest. In addition, partners dedicate resources to the ventures necessary to complete the contracts and are reimbursed for their cost. The operational risks of each construction joint venture are passed along to the joint venture partners. As we absorb our share of these risks, our investment in each venture is exposed to potential losses.

We have determined that certain of these joint ventures are variable interest entities (“VIEs”) as defined by Accounting Standards Codification (“ASC”) Topic 810, Consolidation, and related standards. To ascertain if we are required to consolidate the VIE, we continually evaluate whether we are the VIE’s primary beneficiary. The factors we consider in determining whether we are a VIE’s primary beneficiary include the decision authority of each partner, which partner manages the day-to-day operations of the project and the amount of our equity investment in relation to that of our partners.

Based on our initial primary beneficiary analysis, we determined that decision making responsibility is shared between the venture partners for one construction joint venture. Therefore, this joint venture did not have an identifiable primary beneficiary partner and we continue to report the pro rata results. All other joint ventures were assigned one primary beneficiary partner. Based on our primary beneficiary assessment during the nine months ended September 30, 2012, we determined no change was required to the accounting for existing construction joint ventures.

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Consolidated Construction Joint Ventures

The carrying amounts and classification of assets and liabilities of construction joint ventures we are required to consolidate are included in our condensed consolidated financial statements as follows:

| (in thousands) | September 30, 2012 | December 31, 2011 | September 30, 2011 |
|---|-----------------------|----------------------|-----------------------|
| Cash and cash equivalents ¹ | \$74,020 | \$75,122 | \$65,350 |
| Other current assets | 32,379 | 33,750 | 31,215 |
| Total current assets | 106,399 | 108,872 | 96,565 |
| Noncurrent assets | 6,661 | 8,671 | 9,821 |
| Total assets ² | \$113,060 | \$117,543 | \$106,386 |
| Accounts payable | \$30,975 | \$38,193 | \$36,660 |
| Billings in excess of costs and estimated earnings ¹ | 13,955 | 22,251 | 17,116 |
| Accrued expenses and other current liabilities | 3,495 | 5,129 | 5,997 |
| Total current liabilities | 48,425 | 65,573 | 59,773 |
| Noncurrent liabilities | — | 4 | 33 |
| Total liabilities ² | \$48,425 | \$65,577 | \$59,806 |

¹The volume and stage of completion of contracts from our consolidated construction joint ventures may cause fluctuations in cash and cash equivalents, as well as billings in excess of costs and estimated earnings between periods.

²The assets and liabilities of each joint venture relate solely to that joint venture. The decision to distribute joint venture cash and cash equivalents and assets must generally be made jointly by all of the partners and, accordingly, these cash and cash equivalents and assets generally are not available for the working capital needs of Granite.

At September 30, 2012, we were engaged in two active consolidated construction joint venture projects with total contract values of \$245.1 million and \$334.3 million. Our proportionate share of the equity in these joint ventures was 45.0% and 60.0%, respectively. During the three and nine months ended September 30, 2012, total revenue of the consolidated construction joint ventures was \$77.4 million and \$174.0 million, respectively. During the three and nine months ended September 30, 2011, total revenue of the consolidated construction joint ventures was \$73.9 million and \$171.1 million, respectively. Total cash provided by consolidated construction joint venture operations was \$16.1 million and \$6.0 million during the nine months ended September 30, 2012 and 2011, respectively.

Unconsolidated Construction Joint Ventures

We account for our share of construction joint ventures that we are not required to consolidate on a pro rata basis in the condensed consolidated statements of income and as a single line item on the condensed consolidated balance sheets. As of September 30, 2012, these unconsolidated joint ventures were engaged in eight active construction projects with total contract values ranging from \$59.4 million to \$1.2 billion. Our proportionate share of the equity in these unconsolidated joint ventures ranged from 20.0% to 50.0%. As of September 30, 2012, our share of the revenue remaining to be recognized on these unconsolidated joint ventures ranged from \$0.4 million to \$186.6 million.

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Following is summary financial information related to unconsolidated construction joint ventures:

| (in thousands) | September 30, 2012 | December 31, 2011 | September 30, 2011 |
|---|-----------------------|----------------------|-----------------------|
| Assets: | | | |
| Cash and cash equivalents ¹ | \$304,065 | \$338,681 | \$356,399 |
| Other assets | 273,848 | 264,901 | 265,549 |
| Less partners' interest | 353,165 | 364,979 | 378,523 |
| Granite's interest | 224,748 | 238,603 | 243,425 |
| Liabilities: | | | |
| Accounts payable | 94,788 | 85,075 | 85,602 |
| Billings in excess of costs and estimated earnings ¹ | 243,578 | 280,650 | 302,039 |
| Other liabilities | 8,299 | 8,595 | 9,460 |
| Less partners' interest | 219,807 | 236,746 | 251,091 |
| Granite's interest | 126,858 | 137,574 | 146,010 |
| Equity in construction joint ventures | \$97,890 | \$101,029 | \$97,415 |

¹The volume and stage of completion of contracts from our unconsolidated construction joint ventures may cause fluctuations in cash and cash equivalents, as well as billings in excess of costs and estimated earnings between periods.

| (in thousands) | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|--------------------------------------|-------------------------------------|-----------|------------------------------------|-----------|
| | 2012 | 2011 | 2012 | 2011 |
| Revenue: | | | | |
| Total ¹ | \$286,308 | \$243,654 | \$776,235 | \$667,920 |
| Less partners' interest ² | 181,679 | 158,079 | 497,743 | 448,357 |
| Granite's interest | 104,629 | 85,575 | 278,492 | 219,563 |
| Cost of revenue: | | | | |
| Total ¹ | 200,688 | 212,485 | 597,689 | 546,495 |
| Less partners' interest ² | 129,840 | 140,506 | 389,171 | 370,865 |
| Granite's interest | 70,848 | 71,979 | 208,518 | 175,630 |
| Granite's interest in gross profit | \$33,781 | \$13,596 | \$69,974 | \$43,933 |

¹While Granite's interest in revenue, cost of revenue and gross profit were correctly stated, total and partners' interest for revenue and cost of revenue for the three and six month periods ended June 30, 2012 were inadvertently misstated in our Quarterly Report for the quarter ended June 30, 2012. Total revenue, partner's interest in revenue, total cost of revenue and partners' interest in cost of revenue reported was (in thousands): \$663,536, \$563,302, \$544,838 and \$467,540, respectively, for the three months ended June 30, 2012, and \$869,368, \$695,505, \$714,450 and \$576,780, respectively, for the six months ended June 30, 2012. Total revenue, partner's interest in revenue, total cost of revenue and partners' interest in cost of revenue should have been (in thousands): \$284,095, \$183,861, \$227,389, and \$150,091, respectively, for the three months ended June 30, 2012, and \$489,926, \$316,064, \$397,001, and \$259,331, respectively, for the six months ended June 30, 2012.

²Partners' interest represents amounts to reconcile total revenue and total cost of revenue as reported by our partners to Granite's interest, adjusted to reflect our accounting policies.

Line Item Joint Ventures

The revenue for each line item joint venture partner's discrete items of work is defined in the contract with the project owner and each venture partner bears the profitability risk associated with its own work. There is not a single set of

books and records for a line item joint venture. Each partner accounts for its items of work individually as it would for any self-performed contract. We account for our portion of these contracts as project revenues and costs in our accounting system and include receivables and payables associated with our work in our condensed consolidated financial statements. As of September 30, 2012, we had five active line item joint venture construction projects with total contract values ranging from \$42.0 million to \$133.2 million of which our portions ranged from \$21.9 million to \$55.7 million. As of September 30, 2012, our share of revenue remaining to be recognized on these line item joint ventures ranged from \$2.5 million to \$29.0 million.

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8. Real Estate Entities and Investments in Affiliates

The operations of our Real Estate segment are conducted through our wholly owned subsidiary, Granite Land Company (“GLC”). Generally, GLC participates with third-party partners in entities that are formed to accomplish specific real estate development projects. The agreements with GLC’s partners in these real estate entities define each partner’s management role and financial responsibility in the project. If one of GLC’s partners is unable to fulfill its management role or make its required financial contribution, GLC may assume full management or financial responsibility for the project. This may result in the consolidation of entities that are accounted for under the equity method in our consolidated financial statements. The amount of GLC’s exposure is limited to GLC’s equity investment in the real estate joint venture.

Substantially all the assets of these real estate entities in which we are participants through our GLC subsidiary are classified as real estate held for development and sale. All outstanding debt of these entities is non-recourse to Granite. However, there is recourse to our real estate affiliates that incurred the debt. Our real estate affiliates include limited partnerships or limited liability companies of which we are a limited partner or member. In the fourth quarter of 2010, we publicly announced our work in progress on our Enterprise Improvement Plan which includes business plans to orderly divest of our real estate investment business by the end of 2013, subject to market conditions and our ability to negotiate sales of certain assets at prices acceptable to us. In 2011, development activities were curtailed for the majority of our real estate development projects as divestiture efforts increased. During the nine months ended September 30, 2012, we recorded amounts associated with the sale or other disposition of two real estate projects, the impact of which was not significant to our results of operations. Subsequent to the sale or other disposition of these projects, GLC had no significant continuing involvement with the associated entities.

GLC receives authorization to provide additional financial support for certain of its real estate entities in increments to address changes in business plans. During the nine months ended September 30, 2012, GLC was not authorized to increase its financial support to consolidated real estate entities and during the nine months ended September 30, 2011, GLC was authorized to increase its financial support to consolidated real estate entities by \$12.0 million on three separate projects. As of September 30, 2012, \$3.1 million of the total authorized investment had yet to be contributed to the consolidated entities.

We have determined that certain of the real estate joint ventures are VIEs as defined by ASC Topic 810, Consolidation, and related standards. To ascertain if we are required to consolidate the VIE, we continually evaluate whether we are the VIE’s primary beneficiary. The factors we consider in determining whether we are a VIE’s primary beneficiary include the decision authority of each partner, which partner manages the day-to-day operations of the project and the amount of our equity investment in relation to that of our partners. Based on our ongoing primary beneficiary assessments, there were no changes to our determinations of whether we are the VIE’s primary beneficiary for existing real estate entities during the nine months ended September 30, 2012 and 2011.

To determine if impairment charges should be recognized, the carrying amount of each consolidated real estate development project is reviewed on a quarterly basis in accordance with ASC Topic 360, Property, Plant, and Equipment, and each real estate development project accounted for under the equity method of accounting is reviewed in accordance with ASC Topic 323, Investments - Equity Method and Joint Ventures. The review of each project includes an evaluation of entitlement status, market conditions, existing offers to purchase, cost of construction, debt load, development schedule, status of joint venture partners and other factors specific to each project to determine if events or changes in circumstances indicate that a project’s carrying amount may not be recoverable. If events or changes in circumstances indicate that a consolidated project’s carrying amount may not be recoverable, the future

undiscounted cash flows are estimated and compared to the project's carrying amount. In the event that the project's estimated future undiscounted cash flows are not sufficient to recover the carrying amounts, it is written down to its estimated fair value. The projects accounted for under the equity method are evaluated for impairment using the other-than-temporary impairment model, which requires an impairment charge to be recognized if the project's carrying amount exceeds its fair value, and the decline in fair value is deemed to be other than temporary. In the event that the estimated fair value is not sufficient to recover the carrying amount of a project, it is written down to its estimated fair value.

Based on our quarterly evaluations of each project's business plan and our review of each project, we recorded no significant impairment charges to our real estate development projects or investments during the three and nine months ended September 30, 2012 and 2011.

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Consolidated Real Estate Entities

The carrying amounts and classification of assets and liabilities of real estate entities we are required to consolidate are included in our condensed consolidated balance sheets as follows:

| (in thousands) | September 30, 2012 | December 31, 2011 | September 30, 2011 |
|---|-----------------------|----------------------|-----------------------|
| Real estate held for development and sale | \$57,964 | \$67,037 | \$79,173 |
| Other current assets | 1,946 | 4,715 | 2,801 |
| Total assets | \$59,910 | \$71,752 | \$81,974 |
| Current maturities of non-recourse debt | \$16,712 | \$22,571 | \$16,190 |
| Other current liabilities | 404 | 1,794 | 1,901 |
| Total current liabilities | 17,116 | 24,365 | 18,091 |
| Long-term non-recourse debt | 4,375 | 9,912 | 27,755 |
| Other noncurrent liabilities | — | 74 | 278 |
| Total liabilities | \$21,491 | \$34,351 | \$46,124 |

Substantially all of the consolidated real estate entities' real estate held for development and sale is pledged as collateral for the debt of the real estate entities. All outstanding debt of the real estate entities is recourse only to the real estate affiliate that incurred the debt (i.e. the limited partnership or limited liability company of which we are a limited partner or member). Our proportionate share of the profits and losses of these entities depends on the ultimate operating results of the entities.

Included in current assets on our condensed consolidated balance sheets is real estate held for development and sale. The breakdown by type and location of our real estate held for development and sale is summarized below:

| (dollars in thousands) | September 30, 2012 | | December 31, 2011 | | September 30, 2011 | |
|------------------------|--------------------|-----------------------|-------------------|-----------------------|--------------------|-----------------------|
| | Amount | Number of Projects | Amount | Number of Projects | Amount | Number of Projects |
| Residential | \$48,527 | 3 | \$54,610 | 4 | \$55,672 | 5 |
| Commercial | 9,437 | 4 | 12,427 | 5 | 23,501 | 7 |
| Total | \$57,964 | 7 | \$67,037 | 9 | \$79,173 | 12 |
| Washington | \$48,122 | 2 | \$47,600 | 2 | \$47,109 | 2 |
| California | 2,609 | 4 | 4,006 | 5 | 16,382 | 8 |
| Texas | 7,233 | 1 | 8,859 | 1 | 8,859 | 1 |
| Oregon | — | — | 6,572 | 1 | 6,823 | 1 |
| Total | \$57,964 | 7 | \$67,037 | 9 | \$79,173 | 12 |

Investments in Affiliates

We account for our share of unconsolidated real estate entities in which we have determined we are not the primary beneficiary in other income in the condensed consolidated statements of income and as a single line item on our condensed consolidated balance sheets as investments in affiliates. At September 30, 2012, these entities were engaged in real estate development projects with total assets ranging from approximately \$2.7 million to \$45.8 million. Our proportionate share of the profits and losses of these entities depends on the ultimate operating results of the entities.

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Additionally, we have investments in non-real estate affiliates that are accounted for using the equity method. The most significant of these investments is a 50% interest in a limited liability company which owns and operates an asphalt terminal in Nevada. During the three months ended June 30, 2012, it was determined that the carrying amount of our cost method investment in a power generation equipment manufacturer exceeded its fair value, which required us to recognize a non-cash impairment charge of \$2.8 million.

Our investments in affiliates balance consists of the following:

| (in thousands) | September 30, 2012 | December 31, 2011 | September 30, 2011 |
|---|-----------------------|----------------------|-----------------------|
| Equity method investments in real estate affiliates | \$ 18,873 | \$ 16,478 | \$ 15,856 |
| Equity method investments in other affiliates | 11,384 | 11,841 | 11,129 |
| Total equity method investments | 30,257 | 28,319 | 26,985 |
| Cost method investments | — | 2,752 | 6,450 |
| Total investments in affiliates | \$ 30,257 | \$ 31,071 | \$ 33,435 |

The breakdown by type and location of our interests in real estate affiliates accounted for under the equity method is summarized below:

| (dollars in thousands) | September 30, 2012 | | December 31, 2011 | | September 30, 2011 | |
|------------------------|--------------------|-----------------------|-------------------|-----------------------|--------------------|-----------------------|
| | Amount | Number of Projects | Amount | Number of Projects | Amount | Number of Projects |
| Residential | \$ 12,805 | 2 | \$ 11,903 | 2 | \$ 11,511 | 2 |
| Commercial | 6,068 | 3 | 4,575 | 3 | 4,345 | 3 |
| Total | \$ 18,873 | 5 | \$ 16,478 | 5 | \$ 15,856 | 5 |
| Texas | \$ 18,873 | 5 | \$ 16,478 | 5 | \$ 15,856 | 5 |
| Total | \$ 18,873 | 5 | \$ 16,478 | 5 | \$ 15,856 | 5 |

The following table provides summarized balance sheet information for our affiliates accounted for under the equity method on a 100% combined basis:

| (in thousands) | September 30, 2012 | December 31, 2011 | September 30, 2011 |
|-------------------------------|-----------------------|----------------------|-----------------------|
| Total assets | \$ 156,992 | \$ 157,771 | \$ 157,054 |
| Net assets | 85,162 | 82,511 | 80,306 |
| Granite's share of net assets | 30,257 | 28,319 | 26,985 |

9. Property and Equipment, net

Balances of major classes of assets and allowances for depreciation and depletion are included in property and equipment, net on our condensed consolidated balance sheets as follows:

| (in thousands) | September 30, 2012 | December 31, 2011 | September 30, 2011 |
|--------------------------------------|-----------------------|----------------------|-----------------------|
| Land and land improvements | \$ 125,842 | \$ 124,216 | \$ 122,728 |
| Quarry property | 177,814 | 175,612 | 175,431 |
| Buildings and leasehold improvements | 80,916 | 81,272 | 81,217 |
| Equipment and vehicles | 718,965 | 733,158 | 753,776 |
| Office furniture and equipment | 64,767 | 55,570 | 48,996 |

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| | | | |
|--|-----------|-----------|-----------|
| Property and equipment | 1,168,304 | 1,169,828 | 1,182,148 |
| Less: accumulated depreciation and depletion | 736,011 | 722,688 | 728,326 |
| Property and equipment, net | \$432,293 | \$447,140 | \$453,822 |

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10. Intangible Assets

The balances of the following intangible assets are included in other noncurrent assets on our condensed consolidated balance sheets:

Indefinite-lived Intangible Assets:

| (in thousands) | September 30, 2012 | December 31, 2011 | September 30, 2011 |
|-------------------------------------|-----------------------|----------------------|-----------------------|
| Goodwill ¹ | \$9,900 | \$9,900 | \$9,900 |
| Use rights and other | 393 | 393 | 1,319 |
| Total unamortized intangible assets | \$10,293 | \$10,293 | \$11,219 |

¹Goodwill for all periods presented primarily relates to our Construction segment.

Amortized Intangible Assets:

| September 30, 2012 (in thousands) | Gross Value | Accumulated Amortization | Net Value |
|--------------------------------------|-------------|-----------------------------|------------|
| Permits | \$29,713 | \$(10,588) |) \$19,125 |
| Customer lists | 2,198 | (2,113) |) 85 |
| Covenants not to compete | 1,588 | (1,541) |) 47 |
| Other | 871 | (696) |) 175 |
| Total amortized intangible assets | \$34,370 | \$(14,938) |) \$19,432 |
| December 31, 2011 (in thousands) | | | |
| Permits | \$29,713 | \$(7,573) |) \$22,140 |
| Customer lists | 2,198 | (1,942) |) 256 |
| Covenants not to compete | 1,588 | (1,476) |) 112 |
| Other | 871 | (583) |) 288 |
| Total amortized intangible assets | \$34,370 | \$(11,574) |) \$22,796 |
| September 30, 2011 (in thousands) | | | |
| Permits | \$29,713 | \$(7,205) |) \$22,508 |
| Customer lists | 2,198 | (1,885) |) 313 |
| Covenants not to compete | 1,588 | (1,439) |) 149 |
| Other | 871 | (545) |) 326 |
| Total amortized intangible assets | \$34,370 | \$(11,074) |) \$23,296 |

Amortization expense related to these intangible assets for the three and nine months ended September 30, 2012 was approximately \$1.2 million and \$3.3 million, respectively, and approximately \$0.5 million and \$1.5 million for the three and nine months ended September 30, 2011, respectively. Based on the amortized intangible assets balance at September 30, 2012, amortization expense expected to be recorded in the future is as follows: \$0.4 million for the remainder of 2012; \$1.3 million in 2013; \$1.1 million in 2014; \$1.1 million in 2015; \$1.0 million in 2016; and \$14.5 million thereafter.

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(Unaudited)

11. Restructuring

Selling, general and administrative expenses for the nine months ended September 30, 2012 included a net gain on restructuring of \$1.8 million related to divestiture activities of our real estate investment business. We recorded no significant restructuring charges during the three months ended September 30, 2012 or during the three and nine months ended September 30, 2011. During 2013, we may record up to \$8.0 million of restructuring charges, primarily related to previously planned additional consolidation efforts and assets to be held-for-sale as part of our Enterprise Improvement Plan. The ultimate amount and timing of future restructuring charges is subject to market conditions and our ability to negotiate sales of certain assets at prices acceptable to us.

12. Covenants and Events of Default

Our debt and credit agreements require us to comply with various affirmative, restrictive and financial covenants. Our failure to comply with any of these covenants, or to pay principal, interest or other amounts when due thereunder, would constitute an event of default under the applicable agreements. Under certain circumstances, the occurrence of an event of default under one of our debt or credit agreements (or the acceleration of the maturity of the indebtedness under one of our agreements) may constitute an event of default under one or more of our other debt or credit agreements. Default under our debt and credit agreements could result in (1) us no longer being entitled to borrow under the agreements, (2) termination of the agreements, (3) the requirement that any letters of credit under the agreements be cash collateralized, (4) acceleration of the maturity of outstanding indebtedness under the agreements and/or (5) foreclosure on any collateral securing the obligations under the agreements.

As of September 30, 2012, we were in compliance with the covenants contained in our senior note agreements, Credit Agreement, and debt agreements related to our consolidated real estate entities. We are not aware of any non-compliance by any of our unconsolidated entities with the covenants contained in their debt agreements. Subsequent to September 30, 2012, one of our consolidated real estate entities was in default under debt agreements as a result of its failure to make a timely required payment. The affected loans are non-recourse to Granite and these defaults do not result in cross-defaults under other debt agreements under which Granite is the obligor; however, there is recourse to the real estate entity that incurred the debt. The real estate entity in default is currently in discussions with its lenders concerning disposition of the property.

13. Weighted Average Shares Outstanding

A reconciliation of the weighted average shares outstanding used in calculating basic and diluted net income per share in the accompanying condensed consolidated statements of operations is as follows:

| (in thousands) | Three Months Ended | | Nine Months Ended | |
|--|-----------------------|--------|-----------------------|--------|
| | September 30, 2012 | 2011 | September 30, 2012 | 2011 |
| Weighted average shares outstanding: | | | | |
| Weighted average common stock outstanding | 38,707 | 38,669 | 38,679 | 38,678 |
| Less: weighted average unvested restricted stock outstanding | 189 | 497 | 261 | 586 |
| Total basic weighted average shares outstanding | 38,518 | 38,172 | 38,418 | 38,092 |
| Diluted weighted average shares outstanding: | | | | |
| Weighted average common stock outstanding, basic | 38,518 | 38,172 | 38,418 | 38,092 |

Effect of dilutive securities:

| | | | | |
|---|--------|--------|--------|--------|
| Common stock options and restricted stock units | 623 | 426 | 595 | 336 |
| Total weighted average shares outstanding assuming dilution | 39,141 | 38,598 | 39,013 | 38,428 |

14. Earnings Per Share

We calculate earnings per share (“EPS”) under the two-class method by allocating earnings to both common shares and unvested restricted stock which are considered participating securities. However, net losses are not allocated to participating securities for purposes of computing EPS under the two-class method. The following is a reconciliation of net income attributable to Granite and related weighted average shares of common stock outstanding for purposes of calculating basic and diluted net income per share using the two-class method:

| (in thousands, except per share amounts) | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|-------------------------------------|----------|------------------------------------|----------|
| | 2012 | 2011 | 2012 | 2011 |
| Basic | | | | |
| Numerator: | | | | |
| Net income attributable to Granite | \$37,121 | \$36,468 | \$27,297 | \$32,407 |
| Less: net income allocated to participating securities | 181 | 469 | 184 | 491 |
| Net income allocated to common shareholders for basic calculation | \$36,940 | \$35,999 | \$27,113 | \$31,916 |
| Denominator: | | | | |
| Weighted average common shares outstanding, basic | 38,518 | 38,172 | 38,418 | 38,092 |
| Net income per share, basic | \$0.96 | \$0.94 | \$0.71 | \$0.84 |
| Diluted | | | | |
| Numerator: | | | | |
| Net income attributable to Granite | \$37,121 | \$36,468 | \$27,297 | \$32,407 |
| Less: net income allocated to participating securities | 178 | 462 | 181 | 487 |
| Net income allocated to common shareholders for diluted calculation | \$36,943 | \$36,006 | \$27,116 | \$31,920 |
| Denominator: | | | | |
| Weighted average common shares outstanding, diluted | 39,141 | 38,598 | 39,013 | 38,428 |
| Net income per share, diluted | \$0.94 | \$0.93 | \$0.70 | \$0.83 |

15. Income Taxes

Our effective tax rate was 27.2% and 27.1% for the three and nine months ended September 30, 2012, respectively, and was 26.3% and 22.5% for the three and nine months ended September 30, 2011, respectively. The changes from the prior year were primarily due to the recognition and measurement of previously unrecognized tax benefits, which was considered a discrete item for tax provision purposes for the nine months ended September 30, 2011. The recognition and measurement of these tax benefits was the result of a favorable settlement of an income tax examination.

16. Equity

The following tables summarize our equity activity for the periods presented:

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| (in thousands) | Granite Construction Incorporated | Noncontrolling Interests | Total Equity |
|--|---|-----------------------------|--------------|
| Balance at December 31, 2011 | \$799,197 | \$28,466 | \$827,663 |
| Purchase of common stock ¹ | (4,521 |) — | (4,521) |
| Other transactions with shareholders ³ | 7,690 | — | 7,690 |
| Transactions with noncontrolling interests, net ⁴ | — | (8,022 |) (8,022) |
| Net income | 27,297 | 14,249 | 41,546 |
| Dividends on common stock | (15,082 |) — | (15,082) |
| Balance at September 30, 2012 | \$814,581 | \$34,693 | \$849,274 |

| (in thousands) | | | |
|--|-----------|----------|-------------|
| Balance at December 31, 2010 | \$761,031 | \$34,604 | \$795,635 |
| Purchase of common stock ² | (3,840 |) — | (3,840) |
| Other transactions with shareholders ³ | 7,589 | — | 7,589 |
| Transactions with noncontrolling interests, net ⁴ | — | (17,489 |) (17,489) |
| Net income | 32,407 | 8,886 | 41,293 |
| Dividends on common stock | (15,078 |) — | (15,078) |
| Balance at September 30, 2011 | \$782,109 | \$26,001 | \$808,110 |

¹Represents 154,000 shares purchased in connection with employee tax withholding for shares/units granted under our Amended and Restated 1999 Equity Incentive Plan.

²Represents 138,000 shares purchased in connection with employee tax withholding for shares/units granted under our Amended and Restated 1999 Equity Incentive Plan.

³Amounts are comprised primarily of amortized restricted stock and units.

⁴Amounts are comprised primarily of distributions to noncontrolling partners.

17. Legal Proceedings

In the ordinary course of business, we are involved in various legal proceedings that are pending against us and our affiliates alleging, among other things, breach of contract or tort in connection with the performance of professional services, the various outcomes of which cannot be predicted with certainty. The most significant of these proceedings are as follows:

US Highway 20 Project: Our wholly owned subsidiaries, Granite Construction Company (“GCCO”) and Granite Northwest, Inc., are members of a joint venture known as Yaquina River Constructors (“YRC”) which was contracted by the Oregon Department of Transportation (“ODOT”) to construct a new road alignment of US Highway 20 near Eddyville, Oregon. The project involved constructing seven miles of new road through steep and forested terrain in the Coast Range Mountains. During the fall and winter of 2006, extraordinary rain events produced runoff that overwhelmed installed erosion control measures and resulted in discharges to surface water and alleged violations of YRC’s stormwater permit. In June 2009, YRC was informed that the U.S. Department of Justice (“USDOJ”) had assumed the criminal investigation that the Oregon Department of Justice had initiated in connection with stormwater runoff from the project. The USDOJ has since informed YRC that the USDOJ will not criminally charge YRC or any Granite affiliate in connection with these matters. We have negotiated material terms of a consent decree, including payment of a civil penalty which will be included in documents being prepared by the government. This matter is not expected to have direct or indirect consequences that could have a material adverse effect on our financial position, results of operations, cash flow and/or liquidity.

Grand Avenue Project Disadvantaged Business Enterprise (“DBE”) Issues: On March 6, 2009, the U.S. Department of Transportation, Office of Inspector General (“OIG”) served upon our wholly-owned subsidiary, Granite Construction Northeast, Inc. (“Granite Northeast”), a United States District Court Eastern District of New York subpoena to testify before a grand jury by producing documents. The subpoena seeks all documents pertaining to the use of a DBE firm (the “Subcontractor”), and the Subcontractor’s use of a non-DBE lower tier subcontractor/consultant, on the Grand Avenue Bus Depot and Central Maintenance Facility for the Borough of Queens Project, a Granite Northeast project. The subpoena also seeks any documents regarding the use of the Subcontractor as a DBE on any other projects and any other documents related to the Subcontractor or to the lower-tier subcontractor/consultant. We have received two follow-up requests from the USDOJ for additional information and documents. We have complied with the subpoena and the requests, and are fully cooperating with the OIG’s investigation. To date, Granite Northeast has not been notified that it is either a subject or target of the OIG’s investigation. Accordingly, we do not know whether any criminal charges or civil lawsuits will be brought against any party as a result of the investigation. We cannot, however, rule out the possibility of civil or criminal actions or administrative sanctions being brought against Granite Northeast.

Other Legal Proceedings/Government Inquiries: We are a party to a number of other legal proceedings arising in the normal course of business. From time to time, we also receive inquiries from public agencies seeking information concerning our compliance with government construction contracting requirements and related laws and regulations. We believe that the nature and number of these proceedings and compliance inquiries are typical for a construction firm of our size and scope. Our litigation typically involves claims regarding public liability or contract related issues. While management currently believes, after consultation with counsel, that the ultimate outcome of pending proceedings and compliance inquiries, individually and in the aggregate, will not have a material adverse affect on our financial position or overall trends in results of operations or cash flows, litigation is subject to inherent uncertainties. Were one or more unfavorable rulings to occur, there exists the possibility of a material adverse effect on our financial position, results of operations, cash flows and/or liquidity for the period in which the ruling occurs. In addition, our government contracts could be terminated, we could be suspended or debarred, or payment of our costs disallowed. While any one of our pending legal proceedings is subject to early resolution as a result of our ongoing efforts to settle, whether or when any legal proceeding will be resolved through settlement is neither predictable nor guaranteed.

We record amounts in our condensed consolidated balance sheets representing our estimated liability relating to legal proceedings and government inquiries. During the three and nine months ended September 30, 2012 and 2011, there were no significant additions or revisions to the estimated liability that were recorded in our condensed consolidated statements of income, or significant changes to our accrual for such ligation loss contingencies on our condensed consolidated balance sheets.

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18. Business Segment Information

Our reportable segments are: Construction, Large Project Construction, Construction Materials and Real Estate.

The Construction segment performs various heavy civil construction projects with a large portion of the work focused on new construction and improvement of streets, roads, highways, bridges, site work and other infrastructure projects. These projects are typically bid-build projects completed within two years with a contract value of less than \$75 million.

The Large Project Construction segment focuses on large, complex infrastructure projects which typically have longer duration than our Construction segment work. These projects include major highways, mass transit facilities, bridges, tunnels, waterway locks and dams, pipelines, canals and airport infrastructure. This segment primarily includes bid-build, design-build and construction management/general contractor contracts, generally with contract values in excess of \$75 million.

The Construction Materials segment mines and processes aggregates and operates plants that produce construction materials for internal use and for sale to third parties.

The Real Estate segment purchases, develops, operates, sells and invests in real estate related projects and provides real estate services for the Company's operations. The Real Estate segment's current portfolio consists of residential, retail and office site development projects for sale to home and commercial property developers in Washington, California and Texas. In October 2010, we announced our Enterprise Improvement Plan that includes plans to orderly divest of our real estate investment business consistent with our strategy to focus on our core business.

The accounting policies of the segments are the same as those described in the Summary of Significant Accounting Policies contained in our 2011 Annual Report on Form 10-K. We evaluate segment performance based on gross profit or loss, and do not include overhead and non-operating income or expense. Segment assets include property and equipment, intangibles, inventory, equity in construction joint ventures and real estate held for development and sale.

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Summarized segment information is as follows:

| (in thousands) | Three Months Ended September 30, | | | | |
|--|----------------------------------|----------------------------|------------------------|-------------|-------------|
| | Construction | Large Project Construction | Construction Materials | Real Estate | Total |
| 2012 | | | | | |
| Total revenue from reportable segments | \$385,744 | \$255,918 | \$169,350 | \$38 | \$811,050 |
| Elimination of intersegment revenue | — | — | (82,568) |) — | (82,568) |
| Revenue from external customers | 385,744 | 255,918 | 86,782 | 38 | 728,482 |
| Gross profit | 33,273 | 57,814 | 9,984 | 28 | 101,099 |
| Depreciation, depletion and amortization | 3,160 | 1,102 | 7,498 | — | 11,760 |
| 2011 | | | | | |
| Total revenue from reportable segments | \$431,101 | \$213,320 | \$170,574 | \$986 | \$815,981 |
| Elimination of intersegment revenue | — | — | (87,403) |) — | (87,403) |
| Revenue from external customers | 431,101 | 213,320 | 83,171 | 986 | 728,578 |
| Gross profit | 58,540 | 25,557 | 9,554 | 242 | 93,893 |
| Depreciation, depletion and amortization | 3,437 | 1,259 | 7,487 | 46 | 12,229 |
| (in thousands) | Nine Months Ended September 30, | | | | |
| | Construction | Large Project Construction | Construction Materials | Real Estate | Total |
| 2012 | | | | | |
| Total revenue from reportable segments | \$748,803 | \$648,645 | \$316,211 | \$5,055 | \$1,718,714 |
| Elimination of intersegment revenue | — | — | (140,457) |) — | (140,457) |
| Revenue from external customers | 748,803 | 648,645 | 175,754 | 5,055 | 1,578,257 |
| Gross profit | 59,814 | 108,302 | 9,034 | 801 | 177,951 |
| Depreciation, depletion and amortization | 9,973 | 3,279 | 22,055 | — | 35,307 |
| Segment assets | 110,402 | 109,114 | 353,756 | 57,964 | 631,236 |
| 2011 | | | | | |
| Total revenue from reportable segments | \$784,393 | \$513,478 | \$309,846 | \$7,029 | \$1,614,746 |
| Elimination of intersegment revenue | — | — | (144,763) |) — | (144,763) |
| Revenue from external customers | 784,393 | 513,478 | 165,083 | 7,029 | 1,469,983 |
| Gross profit | 87,482 | 69,513 | 10,754 | 1,088 | 168,837 |
| Depreciation, depletion and amortization | 11,362 | 3,316 | 21,594 | 143 | 36,415 |
| Segment assets | 114,359 | 108,272 | 368,141 | 87,232 | 678,004 |

A reconciliation of segment gross profit to consolidated income before provision for income taxes is as follows:

| (in thousands) | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|--|----------------------------------|----------|---------------------------------|-----------|
| | 2012 | 2011 | 2012 | 2011 |
| Total gross profit from reportable segments | \$101,099 | \$93,893 | \$177,951 | \$168,837 |
| Selling, general and administrative expenses | 41,280 | 39,112 | 125,274 | 121,277 |
| Gain on sales of property and equipment | 1,622 | 5,598 | 6,493 | 11,572 |
| Other income (expense), net | 1,418 | (2,894) |) (2,184) |) (5,866) |

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| | | | | |
|--|----------|----------|----------|----------|
| Income before provision for income taxes | \$62,859 | \$57,485 | \$56,986 | \$53,266 |
|--|----------|----------|----------|----------|

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19. Subsequent Events

Credit Agreement

On October 11, 2012, we entered into an Amended and Restated Credit Agreement, which provides for a \$215.0 million committed revolving credit facility, with a sublimit for letters of credit of \$100.0 million (the "Credit Agreement"), which expires October 11, 2016 and replaces our previous \$100.0 million facility. Borrowings under the Credit Agreement bear interest at LIBOR or a base rate (at our option), plus an applicable margin based on certain financial ratios calculated quarterly. LIBOR varies based on the applicable loan term, market conditions and other external factors. The applicable margin is based upon certain financial ratios calculated quarterly. Had the terms of the Credit Agreement been in effect at September 30, 2012, the applicable margin would have been 2.00% for loans bearing interest based on LIBOR and 1.00% for loans bearing interest at the base rate. Accordingly, the effective interest rate would have been between 2.36% and 4.25% at September 30, 2012. Our obligations under the Credit Agreement are guaranteed by certain of our subsidiaries and are collateralized on an equivalent basis with the obligations under the 2013 Notes and the 2019 Notes (each defined below) by first priority liens (subject only to other liens permitted under the Credit Agreement) on substantially all of the assets of the Company and our subsidiaries that are guarantors or borrowers under the Credit Agreement. At September 30, 2012, there were no revolving loans outstanding under the predecessor to the Credit Agreement, but there were standby letters of credit totaling approximately \$4.2 million. The letters of credit will expire between March and October 2013. Subsequent to September 30, 2012, total standby letters of credit increased to approximately \$7.5 million.

The Credit Agreement provides for the release of the liens securing the obligations, at our option and expense, after June 30, 2013, so long as certain conditions as defined by the terms in the Credit Agreement are satisfied ("Collateral Release Period"). If, subsequently, our Consolidated Fixed Charge Coverage Ratio is less than 1.25 or our Consolidated Leverage Ratio is greater than 2.50, then we will be required to promptly re-pledge substantially all of the assets of the Company and our subsidiaries that are guarantors or borrowers under the Credit Agreement.

The most significant restrictive covenants under the terms of our Credit Agreement require the maintenance of a minimum Consolidated Tangible Net Worth, a minimum Consolidated Interest Coverage Ratio and a maximum Consolidated Leverage Ratio. The calculations and terms of such financial covenants are defined in the Credit Agreement filed as Exhibit 10.1 to this Quarterly Report on Form 10-Q. As of September 30, 2012 and pursuant to the definitions in the Credit Agreement, our Consolidated Tangible Net Worth was \$791.8 million, which exceeded the minimum of \$666.6 million, the Consolidated Interest Coverage Ratio was 11.24, which exceeded the minimum of 4.00 and the Consolidated Leverage Ratio was 1.44, which did not exceed the maximum of 3.25. The maximum Consolidated Leverage Ratio decreases to 3.00 for the quarter ending December 31, 2013, and each quarter ending thereafter. During any Collateral Release Period the maximum Consolidated Leverage Ratio decreases to 2.50.

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Senior Notes Payable

As of September 30, 2012, senior notes payable in the amount of \$8.3 million were due to a group of institutional holders in nine equal annual installments which began in 2005 and bear interest at 6.96% per annum (“2013 Notes”). In addition, senior notes payable in the amount of \$200.0 million were due to a second group of institutional holders in five equal annual installments beginning in 2015 and bear interest at 6.11% per annum (“2019 Notes”).

On October 11, 2012, we amended the note purchase agreements governing the 2013 Notes and 2019 Notes (the “2013 NPA” and the “2019 NPA,” respectively) such that our obligations under these agreements are now guaranteed by certain of our subsidiaries and are collateralized on an equivalent basis with the Credit Agreement by liens on substantially all of the assets of the Company and subsidiaries that are guarantors or borrowers under the Credit Agreement. The 2013 NPA and 2019 NPA provide for the release of liens and re-pledge of collateral on substantially the same terms and conditions as those set forth in the Credit Agreement.

The most significant restrictive covenants under the terms of the 2013 NPA and 2019 NPA require the maintenance of a minimum Consolidated Tangible Net Worth, a minimum Consolidated Interest Coverage Ratio and a maximum Consolidated Leverage Ratio, the calculations and terms of which are defined by the applicable agreement filed as Exhibit 10.6 or Exhibit 10.7 to this Quarterly Report on Form 10-Q. As of September 30, 2012 and pursuant to the definitions in the 2013 NPA and 2019 NPA our Consolidated Tangible Net Worth was \$791.8 million, which exceeded the minimum of \$666.6 million, the Consolidated Interest Coverage Ratio was 11.24, which exceeded the minimum of 4.00 and the Consolidated Leverage Ratio was 1.44, which did not exceed the maximum of 3.50. The maximum Consolidated Leverage Ratio decreases to 3.25 for the quarter ending December 31, 2012, and each quarter ending thereafter. During any Collateral Release Period the maximum Consolidated Leverage Ratio decreases to 2.50.

Asset Optimization

In the fourth quarter of 2012, we expect to record a gain of between \$17.0 million and \$18.0 million related to our process of continually optimizing our assets separate from the Enterprise Improvement Plan.

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Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Forward-Looking Disclosure

From time to time, Granite makes certain comments and disclosures in reports and statements, including in this Quarterly Report on Form 10-Q, or statements made by its officers or directors, that are not based on historical facts, including statements regarding future events, occurrences, circumstances, activities, performance, outcomes and results, that may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are identified by words such as "future," "outlook," "assumes," "believes," "expects," "estimates," "anticipates," "intends," "plans," "appears," "may," "will," "should," "could," "would," "continue," and thereof or other comparable terminology or by the context in which they are made. In addition, other written or oral statements which constitute forward-looking statements have been made and may in the future be made by or on behalf of Granite. These forward-looking statements are estimates reflecting the best judgment of senior management and are based on our current expectations regarding future events, occurrences, circumstances, activities, performance, outcomes and results. These expectations may or may not be realized. Some of these expectations may be based on beliefs, assumptions or estimates that may prove to be incorrect. In addition, our business and operations involve numerous risks and uncertainties, many of which are beyond our control, which could result in our expectations not being realized or otherwise materially affect our business, financial condition, results of operations, cash flows and liquidity. Such risks and uncertainties include, but are not limited to, those more specifically described in our Annual Report on Form 10-K under "Item 1A. Risk Factors." Due to the inherent risks and uncertainties associated with our forward-looking statements, the reader is cautioned not to place reliance on them. The reader is also cautioned that the forward-looking statements contained herein speak only as of the date of this Quarterly Report on Form 10-Q and, except as required by law, we undertake no obligation to revise or update any forward-looking statements for any reason.

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Overview

We are one of the largest diversified heavy civil contractors and construction materials producers in the United States, engaged in the construction and improvement of streets, roads, highways, mass transit facilities, airport infrastructure, bridges, dams, and other infrastructure-related projects. We own aggregate reserves and plant facilities to produce construction materials for use in our construction business and for sale to third parties. We also operate a real estate investment and development company. Our permanent offices are located in Alaska, Arizona, California, Florida, Nevada, New York, Texas, Utah and Washington. We have four reportable business segments: Construction, Large Project Construction, Construction Materials and Real Estate (see Note 18 of “Notes to the Condensed Consolidated Financial Statements”). In October 2010, we announced our Enterprise Improvement Plan that includes business plans to orderly divest of our real estate investment business consistent with our business strategy to focus on our core business.

Our construction contracts are obtained through competitive bidding in response to advertisements and other general solicitations by both public agencies and private parties and on a negotiated basis as a result of direct solicitation by private parties. Our bidding activity is affected by such factors as the nature and volume of advertising and other solicitations, contract backlog, available personnel, current utilization of equipment and other resources, our ability to obtain necessary surety bonds and competitive considerations. Our contract review process includes identifying risks and opportunities during the bidding process and managing these risks through mitigation efforts such as insurance and pricing. Contracts fitting certain criteria of size and complexity are reviewed by various levels of management and, in some cases, by the Executive Committee of our Board of Directors. Bidding activity, contract backlog and revenue resulting from the award of new contracts may vary significantly from period to period.

Our typical construction project begins with the preparation and submission of a bid to a customer. If selected as the successful bidder, we generally enter into a contract with the customer that provides for payment upon completion of specified work or units of work as identified in the contract. We usually invoice our customers on a monthly basis. Our contracts frequently call for retention that is a specified percentage withheld from each payment until the contract is completed and the work accepted by the customer. Additionally, we defer recognition of profit on projects until they reach at least 25% completion (see “Gross Profit” section below) and our profit recognition is based on estimates that change over time. Our revenue, gross margin and cash flows can differ significantly from period to period due to a variety of factors including the projects’ stage of completion, the mix of early and late stage projects, our estimates of contract costs and the payment terms of our contracts. The timing differences between our cash inflows and outflows require us to maintain adequate levels of working capital.

The three primary economic drivers of our business are (1) the overall health of the economy, (2) federal, state and local public funding levels, and (3) population growth resulting in public and private development. A stagnant or declining economy will generally result in reduced demand for construction and construction materials in the private sector. This reduced demand increases competition for private sector projects and will ultimately also increase competition in the public sector as companies migrate from bidding on scarce private sector work to projects in the public sector. Greater competition can reduce our revenues and/or have a downward impact on our gross profit margins. In addition, a stagnant or declining economy tends to produce less tax revenue for public agencies, thereby decreasing a source of funds available for spending on public infrastructure improvements. Some funding sources that have been specifically earmarked for infrastructure spending, such as diesel and gasoline taxes, are not as directly affected by a stagnant or declining economy, unless actual consumption is reduced. However, even these can be temporarily at risk as state and local governments struggle to balance their budgets. Additionally, high fuel prices can have a dampening effect on consumption, resulting in overall lower tax revenue. Conversely, increased levels of public funding as well as an expanding or robust economy will generally increase demand for our services and provide opportunities for revenue growth and margin improvement.

Our market sector information reflects three geographic regions (known as “groups”) defined as follows: 1) California, which includes the Pacific; 2) Northwest, which includes our offices in Alaska, Nevada, Utah and Washington; and 3) East, which includes our offices in Arizona, Florida, New York and Texas. Each of these groups includes operations from our Construction, Large Project Construction, and Construction Materials lines of business.

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Current Economic Environment and Outlook

Intense competition, funding issues for public sector infrastructure projects and weak demand for commercial and residential development in many of our markets continue to have a negative impact on both our Construction and Construction Materials segments. Although there is a significant amount of public infrastructure work out to bid across the country, lower tax revenues, budget deficits, financing constraints and competing priorities may impact the timing and volume of these projects. In addition, the number of new commercial and residential construction projects has been adversely affected by an oversupply of existing inventories of commercial and residential properties, declining property values and subsequent financing restrictions. While we expect these challenging conditions to persist through the remainder of 2012 and into 2013, we continue to proactively seek opportunities in our traditional markets while leveraging our capabilities and further diversifying into the rail, power, water, industrial and federal government markets.

Earlier this year, the President signed into law a 27-month reauthorization of the federal surface transportation program, Moving Ahead for Progress in the 21st Century (“MAP-21”). MAP-21 authorizes spending for the transportation program at current fiscal 2012 levels with a slight adjustment for inflation in fiscal 2013 and 2014. State and local transportation agencies have been operating on short-term extensions of the program since the expiration of SAFETEA-LU in September 2009. The act streamlines the review and approval process for environmental permitting to provide state agencies with more visibility to plan their respective programs.

MAP-21 also reauthorized the Transportation Infrastructure Financing and Innovation Act (“TIFIA”), a credit assistance program that provides low-interest rate, flexible financing alternatives for the funding of transportation projects throughout the U.S. via direct loans, loan guarantees and standby lines of credit. The program provides for \$1.7 billion in capital over the next two years and includes financing options in connection with public-private partnership (“P3”) arrangements for infrastructure financing. We are optimistic that the TIFIA program will help facilitate and accelerate many projects that would not have moved forward otherwise.

In 2010, we implemented the Enterprise Improvement Plan to reduce our cost structure. The majority of restructuring charges associated with the Enterprise Improvement Plan were recorded in 2010. During 2013, we may record up to \$8.0 million of restructuring charges, primarily related to previously planned consolidation efforts and assets to be held-for-sale as part of our Enterprise Improvement Plan. The ultimate amount and timing of future restructuring charges is subject to our ability to negotiate sales of certain assets at prices acceptable to us. We had no material restructuring charges during the three and nine months ended September 30, 2012 and 2011.

Results of Operations

Interim results are subject to significant seasonal variations and the results of operations for the three and nine months ended September 30, 2012 are not necessarily indicative of the results to be expected for the full year.

| Comparative Financial Summary (in thousands) | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|--|-------------------------------------|-----------|------------------------------------|-------------|
| | 2012 | 2011 | 2012 | 2011 |
| Total revenue | \$728,482 | \$728,578 | \$1,578,257 | \$1,469,983 |
| Gross profit | 101,099 | 93,893 | 177,951 | 168,837 |
| Operating income | 61,441 | 60,379 | 59,170 | 59,132 |
| Total other income (expense) | 1,418 | (2,894) |) (2,184 |) (5,866 |
| Amount attributable to noncontrolling interests | (8,625 |) (5,908 |) (14,249 |) (8,886 |
| Net income attributable to Granite Construction Incorporated | 37,121 | 36,468 | 27,297 | 32,407 |

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Revenue

| Total Revenue by Segment (dollars in thousands) | Three Months Ended September 30, | | | | Nine Months Ended September 30, | | | |
|--|----------------------------------|---------|-----------|---------|---------------------------------|---------|-------------|---------|
| | 2012 | | 2011 | | 2012 | | 2011 | |
| Construction | \$385,744 | 52.9 % | \$431,101 | 59.2 % | \$748,803 | 47.5 % | \$784,393 | 53.4 % |
| Large Project Construction | 255,918 | 35.2 | 213,320 | 29.3 | 648,645 | 41.1 | 513,478 | 34.9 |
| Construction Materials | 86,782 | 11.9 | 83,171 | 11.4 | 175,754 | 11.1 | 165,083 | 11.2 |
| Real Estate | 38 | — | 986 | 0.1 | 5,055 | 0.3 | 7,029 | 0.5 |
| Total | \$728,482 | 100.0 % | \$728,578 | 100.0 % | \$1,578,257 | 100.0 % | \$1,469,983 | 100.0 % |

| Construction Revenue (dollars in thousands) | Three Months Ended September 30, | | | | Nine Months Ended September 30, | | | |
|--|----------------------------------|---------|-----------|---------|---------------------------------|---------|-----------|---------|
| | 2012 | | 2011 | | 2012 | | 2011 | |
| California: | | | | | | | | |
| Public sector | \$159,033 | 41.3 % | \$172,064 | 39.9 % | \$338,992 | 45.2 % | \$327,576 | 41.7 % |
| Private sector | 14,770 | 3.8 | 11,668 | 2.7 | 34,357 | 4.6 | 33,711 | 4.3 |
| Northwest: | | | | | | | | |
| Public sector | 162,286 | 42.1 | 197,513 | 45.8 | 253,569 | 33.9 | 316,700 | 40.4 |
| Private sector | 29,447 | 7.6 | 14,904 | 3.5 | 76,078 | 10.2 | 24,830 | 3.2 |
| East: | | | | | | | | |
| Public sector | 15,432 | 4.0 | 34,531 | 8.0 | 36,765 | 4.9 | 80,299 | 10.2 |
| Private sector | 4,776 | 1.2 | 421 | 0.1 | 9,042 | 1.2 | 1,277 | 0.2 |
| Total | \$385,744 | 100.0 % | \$431,101 | 100.0 % | \$748,803 | 100.0 % | \$784,393 | 100.0 % |

Construction revenue for the three and nine months ended September 30, 2012 decreased by \$45.4 million, or 10.5%, and \$35.6 million, or 4.5%, respectively, compared to the same periods in 2011. The decrease during the quarter was primarily due to less public sector construction revenue related to entering the year with lower backlog in the Northwest and East as well as a decline in bid success in California. The decreases in the public sector were partially offset by improved private sector revenue in the Northwest associated with projects in the power and industrial markets. The decrease during the nine months ended September 30, 2012 was due to less public sector revenue in the Northwest and East. These decreases were partially offset by increased construction activity in our California public sector in the first half of 2012 primarily due to entering the year with greater backlog, as well as increased private sector revenue in the Northwest associated with work in the power and industrial markets.

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| Large Project Construction Revenue ¹ (dollars in thousands) | Three Months Ended September 30, | | | | Nine Months Ended September 30, | | | |
|--|----------------------------------|---------|-----------|---------|---------------------------------|---------|-----------|---------|
| | 2012 | | 2011 | | 2012 | | 2011 | |
| California | \$30,355 | 11.9 % | \$24,599 | 11.5 % | \$76,374 | 11.8 % | \$56,625 | 11.0 % |
| Northwest | 94,778 | 37.0 | 71,609 | 33.6 | 225,133 | 34.7 | 132,982 | 25.9 |
| East | 130,785 | 51.1 | 117,112 | 54.9 | 347,138 | 53.5 | 323,871 | 63.1 |
| Total | \$255,918 | 100.0 % | \$213,320 | 100.0 % | \$648,645 | 100.0 % | \$513,478 | 100.0 % |

¹For the periods presented, all Large Project Construction revenue was earned from the public sector.

Large Project Construction revenue for the three and nine months ended September 30, 2012 increased by \$42.6 million, or 20.0%, and \$135.2 million, or 26.3%, respectively, compared to the same periods in 2011 due to progress on jobs that were awarded in late 2010 and early 2011. Revenue in the Northwest was also higher in 2012 when compared to 2011 as a result of progress on several projects.

| Construction Materials Revenue (dollars in thousands) | Three Months Ended September 30, | | | | Nine Months Ended September 30, | | | |
|---|----------------------------------|---------|----------|---------|---------------------------------|---------|-----------|---------|
| | 2012 | | 2011 | | 2012 | | 2011 | |
| California | \$48,910 | 56.4 % | \$46,759 | 56.2 % | \$107,910 | 61.4 % | \$103,832 | 62.9 % |
| Northwest | 32,494 | 37.4 | 31,492 | 37.9 | 52,760 | 30.0 | 48,277 | 29.2 |
| East | 5,378 | 6.2 | 4,920 | 5.9 | 15,084 | 8.6 | 12,974 | 7.9 |
| Total | \$86,782 | 100.0 % | \$83,171 | 100.0 % | \$175,754 | 100.0 % | \$165,083 | 100.0 % |

Construction Materials revenue for the three and nine months ended September 30, 2012 increased by \$3.6 million, or 4.3%, and \$10.7 million, or 6.5%, respectively, compared to the same periods in 2011. Despite the increases in revenue, the construction materials business continues to be impacted by the weakness in the commercial and residential development markets.

Real Estate Revenue

Real Estate revenue for the three and nine months ended September 30, 2012 remained relatively unchanged when compared to the same periods in 2011.

Contract Backlog

Our contract backlog consists of the remaining unearned revenue on awarded contracts, including 100% of our consolidated joint venture contracts and our proportionate share of unconsolidated joint venture contracts. We generally include a project in our contract backlog at the time it is awarded and funding is in place. Certain federal government contracts where funding is appropriated on a periodic basis are included in contract backlog at the time of the award. Substantially all of the contracts in our contract backlog may be canceled or modified at the election of the customer; however, we have not been materially adversely affected by contract cancellations or modifications in the past.

The following tables illustrate our contract backlog as of the respective dates:

Total Contract Backlog by Segment

| (dollars in thousands) | September 30, 2012 | | June 30, 2012 | | September 30, 2011 | |
|----------------------------|--------------------|---------|---------------|---------|--------------------|---------|
| Construction | \$530,291 | 33.3 % | \$697,535 | 35.8 % | \$562,705 | 30.5 % |
| Large Project Construction | 1,061,143 | 66.7 | 1,252,828 | 64.2 | 1,280,945 | 69.5 |
| Total | \$1,591,434 | 100.0 % | \$1,950,363 | 100.0 % | \$1,843,650 | 100.0 % |

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Construction Contract Backlog

| (dollars in thousands) | September 30, 2012 | | June 30, 2012 | | September 30, 2011 | |
|------------------------|--------------------|---------|---------------|---------|--------------------|---------|
| California: | | | | | | |
| Public sector | \$291,857 | 55.1 % | \$367,737 | 52.7 % | \$334,795 | 59.5 % |
| Private sector | 39,873 | 7.5 | 13,374 | 1.9 | 14,937 | 2.7 |
| Northwest: | | | | | | |
| Public sector | 133,147 | 25.1 | 231,574 | 33.2 | 151,916 | 27.0 |
| Private sector | 29,902 | 5.7 | 44,690 | 6.4 | 23,211 | 4.1 |
| East: | | | | | | |
| Public sector | 26,246 | 4.9 | 33,935 | 4.9 | 37,210 | 6.6 |
| Private sector | 9,266 | 1.7 | 6,225 | 0.9 | 636 | 0.1 |
| Total | \$530,291 | 100.0 % | \$697,535 | 100.0 % | \$562,705 | 100.0 % |

Construction contract backlog of \$530.3 million at September 30, 2012 was \$167.2 million, or 24.0%, lower than at June 30, 2012 and \$32.4 million, or 5.8%, lower than at September 30, 2011. The decreases were due to progress on existing projects partially offset by new awards. New awards during the three months ended September 30, 2012 included a \$27.6 million highway improvement project and a \$24.2 million solar power equipment installation private sector project, both in California.

Large Project Construction

Contract Backlog¹

| (dollars in thousands) | September 30, 2012 | | June 30, 2012 | | September 30, 2011 | |
|------------------------|--------------------|---------|---------------|---------|--------------------|---------|
| California | \$171,917 | 16.2 % | \$177,047 | 14.1 % | \$221,501 | 17.3 % |
| Northwest | 242,853 | 22.9 | 323,337 | 25.8 | 455,558 | 35.6 |
| East | 646,373 | 60.9 | 752,444 | 60.1 | 603,886 | 47.1 |
| Total | \$1,061,143 | 100.0 % | \$1,252,828 | 100.0 % | \$1,280,945 | 100.0 % |

¹For all dates presented, Large Project Construction contract backlog is related to contracts with public agencies.

Large Project Construction contract backlog of \$1.1 billion at September 30, 2012 was \$191.7 million, or 15.3%, lower than at June 30, 2012, and \$219.8 million, or 17.2%, lower than at September 30, 2011. The decrease from June 30, 2012 primarily reflected work completed during the quarter, with no significant projects awarded during the period. The decrease from September 30, 2011 primarily reflected work completed during the period, partially offset by new awards.

Noncontrolling interests included in Large Project Construction contract backlog as of September 30, 2012, June 30, 2012, and September 30, 2011 were \$86.6 million, \$117.3 million and \$178.2 million, respectively.

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Gross Profit

The following table presents gross profit by business segment for the respective periods:

| (dollars in thousands) | Three Months Ended September 30, | | Nine Months Ended September 30, | | |
|----------------------------|----------------------------------|----------|---------------------------------|-----------|---|
| | 2012 | 2011 | 2012 | 2011 | |
| Construction | \$33,273 | \$58,540 | \$59,814 | \$87,482 | |
| Percent of segment revenue | 8.6 | % 13.6 | % 8.0 | % 11.2 | % |
| Large Project Construction | 57,814 | 25,557 | 108,302 | 69,513 | |
| Percent of segment revenue | 22.6 | 12.0 | 16.7 | 13.5 | |
| Construction Materials | 9,984 | 9,554 | 9,034 | 10,754 | |
| Percent of segment revenue | 11.5 | 11.5 | 5.1 | 6.5 | |
| Real Estate | 28 | 242 | 801 | 1,088 | |
| Percent of segment revenue | 73.7 | 24.5 | 15.8 | 15.5 | |
| Total gross profit | \$101,099 | \$93,893 | \$177,951 | \$168,837 | |
| Percent of total revenue | 13.9 | % 12.9 | % 11.3 | % 11.5 | % |

We defer profit recognition until a project reaches at least 25% completion. In the case of large, complex design/build projects, we may defer profit recognition beyond the point of 25% completion until such time as we believe we have enough information to make a reasonably dependable estimate of contract revenue and cost. Because we have a large number of smaller projects at various stages of completion in our Construction segment, this policy generally does not impact gross profit significantly on a quarterly or annual basis. However, our Large Project Construction segment has fewer projects at any given time; therefore, gross profit can vary significantly in periods where one or more projects reach our percentage of completion threshold and the deferred profit is recognized or, conversely, in periods where contract backlog is growing rapidly and a higher percentage of projects are in their early stages with no associated gross profit recognition.

The following table presents revenue from projects that have not yet reached our profit recognition threshold:

| (in thousands) | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|----------------------------------|-----------|---------------------------------|-----------|
| | 2012 | 2011 | 2012 | 2011 |
| Construction | \$22,338 | \$38,215 | \$27,393 | \$45,288 |
| Large Project Construction | 26,301 | 64,725 | 50,486 | 138,348 |
| Total revenue from contracts with deferred profit | \$48,639 | \$102,940 | \$77,879 | \$183,636 |

We do not recognize revenue from contract claims until we have a signed agreement and payment is assured, nor do we recognize revenue from contract change orders until the owner has agreed to the change order in writing. However, we do recognize the costs related to any contract claims or pending change orders in our forecasts when costs are incurred, and revisions to estimated total costs are reflected as soon as the obligation to perform is determined. As a result, our gross profit as a percent of revenue can vary depending on the magnitude and timing of settlement claims and change orders.

When we experience significant contract forecast changes, we undergo a process that includes reviewing the nature of the changes to ensure that there are no material amounts that should have been recorded in a prior period rather than as a change in estimate for the current period. In our review of these changes for the three and nine months ended September 30, 2012, we did not identify any material amounts that should have been recorded in a prior period.

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Construction gross profit for the three and nine months ended September 30, 2012 decreased \$25.3 million and \$27.7 million, respectively, compared to the same periods in 2011. Construction gross profit as a percent of revenue for the three months ended September 30, 2012 decreased to 8.6% from 13.6% in 2011 and decreased to 8.0% for the nine months ended September 30, 2012 from 11.2% in 2011. The decreases were largely due to increased competition and challenging market conditions primarily in California. In addition, the decreases during the three and nine months ended September 30, 2012 were partially due to net decreases of \$6.0 million and \$9.4 million from revisions in estimates, respectively, compared to a net decrease of \$1.3 million and a net increase of \$1.6 million, respectively, for the same periods in 2011 due to lower productivity than originally anticipated in the 2012 periods (see Note 3 of “Notes to the Condensed Consolidated Financial Statements”).

Large Project Construction gross profit for the three and nine months ended September 30, 2012 increased \$32.3 million and \$38.8 million, respectively, compared to the same periods in 2011. Large Project Construction gross profit as a percent of revenue for the three months ended September 30, 2012 increased to 22.6% from 12.0% in 2011 and to 16.7% for the nine months ended September 30, 2012 from 13.5% in 2011. The increases were primarily due to net increases of \$35.9 million and \$48.9 million, respectively, from revisions in estimates due to lower than anticipated costs and settlement of outstanding issues with contract owners compared to net increases of \$2.7 million and \$7.9 million, respectively, during the same periods in 2011 (see Note 3 of “Notes to the Condensed Consolidated Financial Statements”). During the three and nine months ended September 30, 2012, \$26.3 million and \$50.5 million, respectively, of revenue was recognized on projects that have not yet reached our profit recognition threshold compared to \$64.7 million and \$138.3 million, respectively, during the same periods in 2011.

Construction Materials and Real Estate gross profit remained relatively unchanged for the three and nine months ended September 30, 2012 compared to the same periods in 2011 as residential, commercial and private markets remained depressed.

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Selling, General and Administrative Expenses

The following table presents the components of selling, general and administrative expenses for the respective periods:

| (dollars in thousands) | Three Months Ended September 30, | | Nine Months Ended September 30, | | |
|---|----------------------------------|----------|---------------------------------|-----------|---|
| | 2012 | 2011 | 2012 | 2011 | |
| Selling | | | | | |
| Salaries and related expenses | \$8,200 | \$7,050 | \$28,150 | \$25,846 | |
| Other selling expenses | 2,313 | 2,360 | 6,200 | 6,901 | |
| Total selling | 10,513 | 9,410 | 34,350 | 32,747 | |
| General and administrative | | | | | |
| Salaries and related expenses | 12,299 | 13,179 | 40,936 | 38,607 | |
| Incentive compensation | 2,525 | 3,447 | 5,622 | 7,777 | |
| Restricted stock amortization | 2,418 | 2,891 | 8,910 | 8,475 | |
| Other general and administrative expenses | 13,525 | 10,185 | 35,456 | 33,671 | |
| Total general and administrative | 30,767 | 29,702 | 90,924 | 88,530 | |
| Total selling, general and administrative | \$41,280 | \$39,112 | \$125,274 | \$121,277 | |
| Percent of revenue | 5.7 | % 5.4 | % 7.9 | % 8.3 | % |

Selling, general and administrative expenses for the three and nine months ended September 30, 2012 increased \$2.2 million, or 5.5%, and \$4.0 million, or 3.3%, respectively, compared to the same periods in 2011.

Selling Expenses

Selling expenses include the costs for aggregate permits, business development, estimating and bidding. Selling expenses can vary depending on the volume of projects in process and the number of employees assigned to estimating and bidding activities. As projects are completed or the volume of work slows down, we temporarily redeploy project employees to bid on new projects, moving their salaries and related costs from cost of revenue to selling expenses.

General and Administrative Expenses

General and administrative expenses include costs related to our operational offices that are not allocated to direct contract costs and expenses related to our corporate functions. These costs include variable cash and restricted stock performance-based incentives for select management personnel on which our compensation strategy heavily relies. The cash portion of these incentives is expensed when earned while the restricted stock portion is expensed over the vesting period of the restricted stock award (generally three years). Other general and administrative expenses include changes in the fair market value of our Non-Qualified Deferred Compensation ("NQDC") plan liability, information technology, occupancy, office supplies, depreciation, travel and entertainment, outside services, training and other miscellaneous expenses.

Total general and administrative expenses for the three and nine months ended September 30, 2012 increased \$1.1 million and \$2.4 million, respectively, compared to the same periods in 2011. Included in other general and administrative expenses for the nine months ended September 30, 2012 was a net gain on restructuring of \$1.8 million related to divestiture activities of our real estate investment business. The increase in other general and administrative expenses during the three months ended September 30, 2012 was primarily due to an increase in the fair market value for our NQDC plan liability.

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Other Income (Expense)

The following table presents the components of other income (expense) for the respective periods:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | | |
|--------------------------------|-------------------------------------|----------|------------------------------------|------------|---|
| (in thousands) | 2012 | 2011 | 2012 | 2011 | |
| Interest income | \$485 | \$476 | \$2,140 | \$2,295 | |
| Interest expense | (2,561 |) (3,418 |) (8,570 |) (7,653 |) |
| Equity in income of affiliates | 1,481 | 1,881 | 380 | 1,443 | |
| Other income (expense), net | 2,013 | (1,833 |) 3,866 | (1,951 |) |
| Total other income (expense) | \$1,418 | \$(2,894 |) \$(2,184 |) \$(5,866 |) |

The change in other income (expense), net for the three months ended September 30, 2012 when compared to the same period in 2011 was primarily due to a gain in the value of the investment portfolio associated with the Company's NQDC plan for which there was an offsetting increase in the fair market value of the NQDC plan liability in selling, general and administrative expense (see "Selling, General and Administrative Expenses" section above for further discussion). Other income (expense), net for the nine months ended September 30, 2012 included a \$5.3 million gain related to the sale of gold, a by-product of aggregate production and a \$2.8 million non-cash impairment charge associated with the write-off of our cost method investment in the preferred stock of a corporation that designs and manufactures power generation equipment.

In the fourth quarter of 2012, we expect to record a gain of between \$17.0 million and \$18.0 million related to our process of continually optimizing our assets separate from the Enterprise Improvement Plan.

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Income Taxes

The following table presents the provision for income taxes for the respective periods:

| (dollars in thousands) | Three Months Ended September 30, | | Nine Months Ended September 30, | | |
|----------------------------|----------------------------------|----------|---------------------------------|----------|---|
| | 2012 | 2011 | 2012 | 2011 | |
| Provision for income taxes | \$17,113 | \$15,109 | \$15,440 | \$11,973 | |
| Effective tax rate | 27.2 | % 26.3 | % 27.1 | % 22.5 | % |

We calculate our income tax provision at the end of each interim period by estimating our annual effective tax rate and applying that rate to our year-to-date ordinary earnings. The effect of changes in enacted tax laws, tax rates or tax status is recognized in the interim period in which the change occurs.

Our effective tax rate was 27.2% and 27.1% for the three and nine months ended September 30, 2012, respectively, and was 26.3% and 22.5% for the three and nine months ended September 30, 2011, respectively. The change during the nine months ended September 30, 2011 was primarily due to the recognition and measurement of previously unrecognized tax benefits, which is considered a discrete item for tax provision purposes. The recognition and measurement of these tax benefits was the result of a favorable settlement of an income tax examination.

Noncontrolling Interests

The following table presents the amount attributable to noncontrolling interests in consolidated subsidiaries for the respective periods:

| (in thousands) | Three Months Ended September 30, | | Nine Months Ended September 30, | | |
|---|----------------------------------|------------|---------------------------------|------------|---|
| | 2012 | 2011 | 2012 | 2011 | |
| Amount attributable to noncontrolling interests | \$(8,625 |) \$(5,908 |) \$(14,249 |) \$(8,886 |) |

The amount attributable to noncontrolling interests represents the noncontrolling owners' share of the income or loss of our consolidated construction joint ventures and real estate development entities. The balance for the three months ended September 30, 2012 increased compared to the same period in 2011 due to the settlement of claims on one project and owner directed scope changes on another project. The balance for the nine months ended September 30, 2012 increased primarily due to revisions in estimates on one project due to lower than anticipated construction costs.

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Certain Legal Proceedings

As discussed in Note 17 to the unaudited condensed consolidated financial statements included in this report, under certain circumstances the resolution of certain legal proceedings to which we are subject could have direct or indirect consequences that could have a material adverse effect on our financial position, results of operations, cash flows and/or liquidity.

Liquidity and Capital Resources

We believe our cash and cash equivalents, short-term investments and cash generated from operations will be sufficient to meet our expected working capital needs, capital expenditures, financial commitments, cash dividend payments, and other liquidity requirements associated with our existing operations through the next twelve months. As of September 30, 2012, we had a collateralized revolving credit facility of \$100.0 million primarily to provide capital needs to fund growth opportunities, either internally or generated through acquisition. Our revolving credit facility was increased to \$215.0 million subsequent to September 30, 2012 (see “Credit Agreement” section below for further discussion). We do not anticipate that this credit facility will be required to fund future working capital needs. If we experience a prolonged change in our business operating results or make a significant acquisition, we may need to acquire additional sources of financing, which, if available, may be limited by the terms of our existing debt covenants, or may require the amendment of our existing debt agreements.

The following table presents our cash, cash equivalents and marketable securities, including amounts from our consolidated joint ventures, as of the respective dates:

| (in thousands) | September 30, 2012 | December 31, 2011 | September 30, 2011 |
|--|-----------------------|----------------------|-----------------------|
| Cash and cash equivalents excluding consolidated joint ventures | \$213,302 | \$181,868 | \$127,749 |
| Consolidated construction joint venture cash and cash equivalents ¹ | 74,020 | 75,122 | 65,350 |
| Total consolidated cash and cash equivalents | 287,322 | 256,990 | 193,099 |
| Short-term and long-term marketable securities ² | 84,987 | 149,658 | 136,898 |
| Total cash, cash equivalents and marketable securities | \$372,309 | \$406,648 | \$329,997 |

¹The volume and stage of completion of contracts from our consolidated construction joint ventures may cause fluctuations in joint venture cash and cash equivalents between periods.

²See Note 4 of “Notes to the Condensed Consolidated Financial Statements” for the composition of our marketable securities.

Our primary sources of liquidity are cash and cash equivalents and marketable securities. We may also from time to time issue and sell equity, debt or hybrid securities or engage in other capital markets transactions.

Our cash and cash equivalents consisted of commercial paper, deposits and money market funds held with established national financial institutions. Marketable securities consist of U.S. government and agency obligations, commercial paper, municipal bonds and corporate bonds. Cash and cash equivalents held by our consolidated joint ventures represent the working capital needs of each joint venture’s project. The decision to distribute joint venture cash must generally be made jointly by all of the partners and, accordingly, these funds generally are not available for the working capital or other liquidity needs of Granite.

Our principal uses of liquidity are paying the costs and expenses associated with our operations, servicing outstanding indebtedness, making capital expenditures and paying dividends on our capital stock. We may also from time to time prepay or repurchase outstanding indebtedness, and acquire assets or businesses that are complementary to our

operations.

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| Cash Flows (in thousands) | Nine Months Ended September 30, | |
|---------------------------------|---------------------------------|-------------|
| | 2012 | 2011 |
| Net cash provided by (used in): | | |
| Operating activities | \$20,163 | \$2,018 |
| Investing activities | 48,726 | (8,367) |
| Financing activities | (38,557 |) (52,574) |

Cash provided by operating activities of \$20.2 million for the nine months ended September 30, 2012 represents a \$18.1 million increase from the amount of cash provided by operating activities during the same period in 2011. This increase was primarily driven by more favorable change in working capital items in 2012 when compared to 2011.

Cash provided by investing activities for the nine months ended September 30, 2012 increased \$57.1 million when compared to the same period in 2011, primarily due to a \$61.2 million increase in net proceeds from marketable securities as we shifted cash proceeds from maturities of held-to-maturity securities from longer term and lower yield investments to more liquid and higher yield interest bearing deposit accounts classified as cash equivalents.

Cash used in financing activities for the nine months ended September 30, 2012 decreased \$14.0 million compared to the same period in 2011. The decrease was primary driven by a \$9.5 million decrease in net distributions to noncontrolling partners as well as a \$5.7 million decrease in long-term debt principal payments associated with our real estate entities.

Capital Expenditures

During the nine months ended September 30, 2012, we had capital expenditures of \$26.0 million compared to \$34.7 million during the same period in 2011. Major capital expenditures are typically for aggregate and asphalt production facilities, aggregate reserves, construction equipment, buildings and leasehold improvements and investments in our information technology systems. The timing and amount of such expenditures can vary based on the progress of planned capital projects, the type and size of construction projects, changes in business outlook and other factors. Capital expenditures during 2012 are not expected to exceed \$41.0 million. During the year ended December 31, 2011, we had capital expenditures of \$45.0 million.

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Credit Agreement

On October 11, 2012 we entered into an Amended and Restated Credit Agreement, which provides for a \$215.0 million committed revolving credit facility, with a sublimit for letters of credit of \$100.0 million (the “Credit Agreement”), which expires October 11, 2016 and replaces our previous \$100.0 million facility. Borrowings under the Credit Agreement bear interest at LIBOR or a base rate (at our option), plus an applicable margin based on certain financial ratios calculated quarterly. LIBOR varies based on the applicable loan term, market conditions and other external factors. The applicable margin is based upon certain financial ratios calculated quarterly. Had the terms of the Credit Agreement been in effect at September 30, 2012, the applicable margin would have been 2.00% for loans bearing interest based on LIBOR and 1.00% for loans bearing interest at the base rate. Accordingly, the effective interest rate would have been between 2.36% and 4.25% at September 30, 2012. Our obligations under the Credit Agreement are guaranteed by certain of our subsidiaries and are collateralized on an equivalent basis with the obligations under the 2013 Notes and the 2019 Notes (each defined below) by first priority liens (subject only to other liens permitted under the Credit Agreement) on substantially all of the assets of the Company and our subsidiaries that are guarantors or borrowers under the Credit Agreement. At September 30, 2012, there were no revolving loans outstanding under the predecessor to the Credit Agreement, but there were standby letters of credit totaling approximately \$4.2 million. The letters of credit will expire between March and October 2013. Subsequent to September 30, 2012, total standby letters of credit increased to approximately \$7.5 million.

The Credit Agreement provides for the release of the liens securing the obligations, at our option and expense, after June 30, 2013, so long as certain conditions as defined by the terms in the Credit Agreement are satisfied (“Collateral Release Period”). If, subsequently, our Consolidated Fixed Charge Coverage Ratio is less than 1.25 or our Consolidated Leverage Ratio is greater than 2.50, then we will be required to promptly re-pledge substantially all of the assets of the Company and our subsidiaries that are guarantors or borrowers under the Credit Agreement.

The most significant restrictive covenants under the terms of our Credit Agreement require the maintenance of a minimum Consolidated Tangible Net Worth, a minimum Consolidated Interest Coverage Ratio and a maximum Consolidated Leverage Ratio. The calculations and terms of such financial covenants are defined in the Credit Agreement filed as Exhibit 10.1 to this Quarterly Report on Form 10-Q. As of September 30, 2012 and pursuant to the definitions in the Credit Agreement, our Consolidated Tangible Net Worth was \$791.8 million, which exceeded the minimum of \$666.6 million, the Consolidated Interest Coverage Ratio was 11.24, which exceeded the minimum of 4.00 and the Consolidated Leverage Ratio was 1.44, which did not exceed the maximum of 3.25. The maximum Consolidated Leverage Ratio decreases to 3.00 for the quarter ending December 31, 2013, and each quarter ending thereafter. During any Collateral Release Period the maximum Consolidated Leverage Ratio decreases to 2.50.

Senior Notes Payable

As of September 30, 2012, senior notes payable in the amount of \$8.3 million were due to a group of institutional holders in nine equal annual installments which began in 2005 and bear interest at 6.96% per annum (“2013 Notes”). In addition, senior notes payable in the amount of \$200.0 million were due to a second group of institutional holders in five equal annual installments beginning in 2015 and bear interest at 6.11% per annum (“2019 Notes”).

On October 11, 2012, we amended the note purchase agreements governing the 2013 Notes and 2019 Notes (the “2013 NPA” and the “2019 NPA,” respectively) such that our obligations under these agreements are now guaranteed by certain of our subsidiaries and are collateralized on an equivalent basis with the Credit Agreement by liens on substantially all of the assets of the Company and subsidiaries that are guarantors or borrowers under the Credit Agreement. The 2013 NPA and 2019 NPA provide for the release of liens and re-pledge of collateral on substantially the same terms and conditions as those set forth in the Credit Agreement

The most significant restrictive covenants under the terms of the 2013 NPA and 2019 NPA require the maintenance of a minimum Consolidated Tangible Net Worth, a minimum Consolidated Interest Coverage Ratio and a maximum Consolidated Leverage Ratio, the calculations and terms of which are defined by the applicable agreement filed as Exhibit 10.6 or Exhibit 10.7 to this Quarterly Report on Form 10-Q. As of September 30, 2012 and pursuant to the definitions in the 2013 NPA and 2019 NPA our Consolidated Tangible Net Worth was \$791.8 million, which exceeded the minimum of \$666.6 million, the Consolidated Interest Coverage Ratio was 11.24, which exceeded the minimum of 4.00 and the Consolidated Leverage Ratio was 1.44, which did not exceed the maximum of 3.50. The maximum Consolidated Leverage Ratio decreases to 3.25 for the quarter ending December 31, 2012, and each quarter ending thereafter. During any Collateral Release Period the maximum Consolidated Leverage Ratio decreases to 2.50.

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Surety Bonds and Real Estate Mortgages

We are generally required to provide various types of surety bonds that provide an additional measure of security under certain public and private sector contracts. At September 30, 2012, approximately \$1.6 billion of our contract backlog was bonded. Performance bonds do not have stated expiration dates; rather, we are generally released from the bonds after the owner accepts the work performed under contract. The ability to maintain bonding capacity to support our current and future level of contracting requires that we maintain cash and working capital balances satisfactory to our sureties.

A significant portion of our real estate held for development and sale is subject to mortgage indebtedness. All of this indebtedness is non-recourse to Granite but is recourse to the real estate entities that incurred the indebtedness. The terms of this indebtedness are typically renegotiated to reflect the evolving nature of the real estate projects as they progress through acquisition, entitlement and development. Modification of these terms may include changes in loan-to-value ratios requiring the real estate entities to repay portions of the debt. During the three and nine months ended September 30, 2012, we provided no significant funding to our real estate entities to repay portions of the debt. As of September 30, 2012, the principal amount of debt of our real estate entities secured by mortgages was \$21.1 million, of which \$16.7 million was included in current liabilities and \$4.4 million was included in long-term liabilities on our condensed consolidated balance sheet.

Covenants and Events of Default

Our debt and credit agreements require us to comply with various affirmative, restrictive and financial covenants, including the financial covenants described above. Our failure to comply with any of these covenants, or to pay principal, interest or other amounts when due thereunder, would constitute an event of default under the applicable agreements. Under certain circumstances, the occurrence of an event of default under one of our debt or credit agreements (or the acceleration of the maturity of the indebtedness under one of our agreements) may constitute an event of default under one or more of our other debt or credit agreements. Default under our debt and credit agreements could result in (1) us no longer being entitled to borrow under the agreements, (2) termination of the agreements, (3) the requirement that any letters of credit under the agreements be cash collateralized, (4) acceleration of the maturity of outstanding indebtedness under the agreements and/or (5) foreclosure on any collateral securing the obligations under the agreements.

As of September 30, 2012, we were in compliance with the covenants contained in our senior note agreements, Credit Agreement, and debt agreements related to our consolidated real estate entities. We are not aware of any non-compliance by any of our unconsolidated entities with the covenants contained in their debt agreements. Subsequent to September 30, 2012, one of our consolidated real estate entities was in default under debt agreements as a result of its failure to make a timely required property tax payment. The affected loans are non-recourse to Granite and these defaults do not result in cross-defaults under other debt agreements under which Granite is the obligor; however, there is recourse to the real estate entity that incurred the debt. The real estate entity in default is currently in discussions with its lenders concerning disposition of the property.

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Share Purchase Program

In 2007, our Board of Directors authorized us to purchase up to \$200.0 million of our common stock at management's discretion. As of September 30, 2012, \$64.1 million was available for purchase. We did not purchase shares under the share purchase program in any of the periods presented.

Recent Accounting Pronouncements

See Note 2 of the "Notes to the Condensed Consolidated Financial Statements" for a description of recent accounting pronouncements, including the expected dates of adoption and effects on our condensed consolidated balance sheets, statements of operations and statements of cash flows.

Website Access

Our website address is www.graniteconstruction.com. On our website we make available, free of charge, our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, current reports on Form 8-K, and all amendments to those reports as soon as reasonably practicable after such material is electronically filed with or furnished to the U.S. Securities and Exchange Commission. The information on our website is not incorporated into, and is not part of, this report. These reports, and any amendments to them, are also available at the website of the U.S. Securities and Exchange Commission, www.sec.gov.

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There has been no significant change in our exposure to market risks since December 31, 2011.

Item 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our management carried out, as of September 30, 2012, with the participation of our Chief Executive Officer and our Chief Financial Officer, an evaluation of the effectiveness of our disclosure controls and procedures, as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of September 30, 2012, our disclosure controls and procedures were effective to provide reasonable assurance that material information required to be disclosed by us in reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC rules and forms and that information required to be disclosed by us in the reports we file or submit under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

There were changes in our internal controls over financial reporting that occurred during the third quarter of 2012 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. In particular, as was disclosed in our Quarterly Report on Form 10-Q for the three months ended March 31, 2012, we implemented new enterprise resource planning software during the first quarter of 2012. In the third quarter of 2012 we modified existing internal controls as part of the ongoing integration of such enterprise resource planning software.

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PART II. OTHER INFORMATION

Item 1. LEGAL PROCEEDINGS

The description of the matters set forth in Part I, Item 1 of this Report under “Note 17 - Legal Proceedings” is incorporated herein by reference.

Item 1A. RISK FACTORS

There have been no material changes in the risk factors previously disclosed in “Item 1A. Risk Factors” in our Annual Report on Form 10-K for the fiscal year ended December 31, 2011.

Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

During the three months ended September 30, 2012, we did not sell any of our equity securities that were not registered under the Securities Act of 1933, as amended. The following table sets forth information regarding the repurchase of shares of our common stock during the three months ended September 30, 2012:

| Period | Total number of shares purchased ¹ | Average price paid per share | Total number of shares purchased as part of publicly announced plans or programs | Approximate dollar value of shares that may yet be purchased under the plans or programs ² |
|--|---|------------------------------|--|---|
| July 1, 2012 through July 31, 2012 | 12,309 | \$26.11 | — | \$64,065,401 |
| August 1, 2012 through August 31, 2012 | — | \$— | — | \$64,065,401 |
| September 1, 2012 through September 30, 2012 | 2,797 | \$27.59 | — | \$64,065,401 |
| | 15,106 | \$26.38 | — | |

¹The number of shares purchased is in connection with employee tax withholding for shares/units granted under our Amended and Restated 1999 Equity Incentive Plan.

²In October 2007, our Board of Directors authorized us to purchase, at management’s discretion, up to \$200.0 million of our common stock. Under this purchase program, the Company may purchase shares from time to time on the open market or in private transactions. The specific timing and amount of purchases will vary based on market conditions, securities law limitations and other factors. Purchases under the share purchase program may be commenced, suspended or discontinued at any time and from time to time without prior notice.

Item 3. DEFAULTS UPON SENIOR SECURITIES

None.

Item 4. MINE SAFETY DISCLOSURES

The information concerning mine safety violations or other regulatory matters required by Section 1503(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act and Item 104 of Regulation S-K (17CFR 229.104) is included in Exhibit 95 to this Quarterly Report on Form 10-Q.

Item 5. OTHER INFORMATION

Not Applicable.

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Item 6. EXHIBITS

| | | |
|---------|-----|---|
| 10.1 | †** | <u>Amended and Restated Credit Agreement, dated October 11, 2012, by and among Granite Construction Incorporated, Granite Construction Company, GILC Incorporated, the lenders party thereto and Bank of America, N.A., as Administrative Agent, Collateral Agent, Swing Line Lender and L/C Issuer.</u> |
| 10.2 | * | Amended and Restated Security Agreement, dated October 11, 2012, by and among Granite Construction Incorporated, Granite Construction Company, GILC Incorporated, the guarantors party thereto and Bank of America, N.A., as Collateral Agent. [Incorporated by reference from Exhibit 10.2 to the Company's Form 8-K filed on October 16, 2012] |
| 10.3 | * | Amended and Restated Securities Pledge Agreement, dated October 11, 2012, by and among Granite Construction Incorporated, Granite Construction Company, GILC Incorporated, the guarantors party thereto and Bank of America, N.A., as Collateral Agent. [Incorporated by reference from Exhibit 10.3 to the Company's Form 8-K filed on October 16, 2012] |
| 10.4 | * | Amended and Restated Guaranty Agreement, dated October 11, 2012, by and among Granite Construction Incorporated, the guarantors party thereto and Bank of America, N.A., as Administrative Agent. [Incorporated by reference from Exhibit 10.4 to the Company's Form 8-K filed on October 16, 2012] |
| 10.5 | * | Intercreditor and Collateral Agency Agreement, dated October 11, 2012, by and among Granite Construction Incorporated, for itself and on behalf of certain of its subsidiaries, Bank of America, N.A., as Collateral Agent and the secured creditors party thereto. [Incorporated by reference from Exhibit 10.5 to the Company's Form 8-K filed on October 16, 2012] |
| 10.6 | † | <u>Second Amendment to the Note Purchase Agreement, dated October 11, 2012, between Granite Construction Incorporated and the holders of the 2013 Notes party thereto.</u> |
| 10.7 | † | <u>First Amendment to the Note Purchase Agreement, dated October 11, 2012, between Granite Construction Incorporated and the holders of the 2019 Notes party thereto.</u> |
| 31.1 | † | <u>Certification of Principal Executive Officer</u> |
| 31.2 | † | <u>Certification of Principal Financial Officer</u> |
| 32 | †† | <u>Certification of Chief Executive Officer and Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u> |
| 95 | † | <u>Mine Safety Disclosure</u> |
| 101.INS | † | XBRL Instance Document |
| 101.SCH | † | XBRL Taxonomy Extension Schema |
| 101.CAL | † | XBRL Taxonomy Extension Calculation Linkbase |
| 101.DEF | † | XBRL Taxonomy Extension Definition Linkbase |
| 101.LAB | † | XBRL Taxonomy Extension Label Linkbase |
| 101.PRE | † | XBRL Taxonomy Extension Presentation Linkbase |
| | * | Incorporated by reference |
| | ** | Portions of this exhibit have been omitted pursuant to a request for confidential treatment filed with the SEC |
| | † | Filed herewith |
| | †† | Furnished herewith |

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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 thereunto duly authorized.

GRANITE CONSTRUCTION INCORPORATED

Date: November 7, 2012

By: /s/ Laurel J. Krzeminski
Laurel J. Krzeminski
Vice President and Chief Financial Officer
(Principal Financial and Accounting Officer)

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