



MasTec Expands Wireless Operation with Acquisition of WesTower Communications, Inc.

October 20, 2014

CORAL GABLES, Fla., Oct. 20, 2014 /PRNewswire/ -- MasTec, Inc. (NYSE: MTZ) today announced that it has acquired WesTower Communications, Inc. ("WesTower"), a U.S. subsidiary of Exchange Income Corporation (TSX:EIF). WesTower is a telecommunications services firm, focusing on construction and maintenance of communications infrastructure related to wireless networks throughout the United States. WesTower's operations have experienced significant revenue expansion, growing from approximately \$100 million in annual revenues in 2010, to approximately \$450 million in projected revenues in 2014. WesTower currently provides services to a number of major wireless carriers through 16 regional operating offices located throughout the Eastern, Central and Western United States, and currently has approximately 1,600 employees.

In the transaction, MasTec acquired all of the issued and outstanding equity interests of WesTower for a one-time payment of approximately \$199 million in cash, subject to customary purchase price adjustments. At closing, WesTower had approximately \$159 million in tangible net worth, comprised mostly of working capital of \$151 million, including approximately \$18 million in cash.

Jose Mas, MasTec's Chief Executive Officer, commented, "We are very excited about the geographic expansion, increased market penetration and skilled employee base that WesTower adds to our existing wireless operations. WesTower's current operating margin and working capital levels are indicative of industry-wide challenges managing the complexities of rapid growth in wireless construction services. These are challenges which MasTec faced and overcame in our existing wireless operations through the development of our processes and systems, which we believe to be a competitive advantage. We are in a unique position to improve WesTower's post-acquisition operating results and working capital efficiency, and expect to expand margins, reduce working capital requirements and grow the combined business with multiple customers."

George Pita, MasTec's Chief Financial Officer, commented, "We believe that once WesTower's operations are integrated into MasTec billing systems and processes, we will be able to substantially reduce overall working capital levels in these operations by as much as 20%. We anticipate that this transaction, exclusive of merger integration costs, will be accretive to 2015 diluted earnings per share in the range of \$0.05- \$0.10. For our upcoming fourth quarter, we anticipate that this transaction, exclusive of merger integration costs, and due to WesTower's seasonally lower fourth quarter revenue expectations, will be approximately \$0.01-\$0.03 dilutive to diluted earnings per share".

Management will hold a conference call to discuss this transaction on Tuesday, October 21, 2014 at 9:00 a.m. Eastern time. The call-in number for the conference call is (913) 981-5509 and the replay number is (719) 457-0820, with a pass code of 5186679. The replay will be available for 30 days. Additionally, the call will be broadcast live over the Internet and can be accessed and replayed through the Investors section of the Company's website at www.mastec.com.

MasTec, Inc. is a leading infrastructure construction company operating mainly throughout North America across a range of industries. The Company's primary activities include the engineering, building, installation, maintenance and upgrade of energy, utility and communications infrastructure, such as: electrical utility transmission and distribution; natural gas and petroleum pipeline infrastructure; wireless, wireline and satellite communications; power generation, including renewable energy infrastructure; and industrial infrastructure. MasTec's customers are primarily in these industries. The Company's corporate website is located at www.mastec.com. Jose Mas, CEO of MasTec, has led the Company since April of 2007.

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act. These statements are based on management's current expectations and are subject to a number of risks, uncertainties, and assumptions, including the effect of economic downturns on demand for our services, reduced capital expenditures by our customers, reduced financing availability, customer consolidation and technological and regulatory changes in the industries we serve; market conditions, technological developments and regulatory changes that affect us or our customers' industries; trends in electricity, oil, natural gas and other energy source prices; our ability to accurately estimate the costs associated with our fixed price and other contracts, including any material changes in estimates for completion of projects, and performance on such projects; customer disputes related to our performance of services; disputes with, or failures of, our subcontractors to deliver agreed-upon supplies or services in a timely fashion; any material changes in estimates for legal costs or case settlements or adverse determinations on any claim, lawsuit or proceeding; our ability to replace non-recurring projects with new projects; the timing and extent of fluctuations in geographic, weather, equipment and operational factors affecting the industries in which we operate; our ability to attract and retain qualified personnel, key management and skilled employees, including from acquired businesses, and our ability to enforce any noncompetition agreements, integrate acquired businesses within expected timeframes and achieve the revenue, cost savings and earnings levels from such acquisitions at or above the levels projected; any exposure related to divested businesses; any exposure resulting from system or information technology interruptions or data security breaches; the impact of U.S. federal, local or state tax legislation and other regulations affecting renewable energy, electricity prices, electrical transmission, oil and gas production, broadband and related projects and expenditures; the effect of state and federal regulatory initiatives, including costs of compliance with existing and future environmental requirements; increases in fuel,

maintenance, materials, labor and other costs; fluctuations in foreign currencies; risks associated with operating in international markets, which could restrict our ability to expand globally and harm our business and prospects or any failure to comply with laws applicable to our foreign activities; the highly competitive nature of our industry; our dependence on a limited number of customers; the ability of our customers, including our largest customers, to terminate or reduce the amount of work, or in some cases, the prices paid for services on short or no notice under our contracts; the impact of any unionized workforce on our operations, including labor availability and relations; liabilities associated with multi-employer pension plans, including underfunding and withdrawal liabilities, for our operations that employ unionized workers; the adequacy of our insurance, legal and other reserves and allowances for doubtful accounts; the collectability of amounts owed us by our customers; restrictions imposed by our credit facility, senior notes, convertible notes and any future loans or securities; our ability to obtain performance and surety bonds; the outcome of our plans for future operations, growth and services, including business development efforts and cost reduction measures, backlog, acquisitions and dispositions; any dilution or stock price volatility that shareholders may experience in connection with shares we may issue as consideration for earn-out obligations or as purchase consideration in connection with past or future acquisitions, or as a result of conversions of convertible notes or other stock issuances; liabilities associated with our participation in joint ventures and other losses associated with non-consolidated investees; our ability to settle conversions of our convertible notes in cash due to contractual restrictions, including those contained in our credit facility, and the availability of cash; as well as other risks detailed in our filings with the Securities and Exchange Commission. Actual results may differ significantly from results expressed or implied in these statements. We do not undertake any obligation to update forward-looking statements.

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